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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **August 8, 2024**

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**TREVENA, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

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**001-36193**  
(Commission  
File No.)

**26-1469215**  
(IRS Employer  
Identification No.)

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**955 Chesterbrook Boulevard, Suite 110  
Chesterbrook, PA 19087**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(610) 354-8840**

**Not applicable**

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	TRVN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 3.03. Material Modification to Rights of Security Holders.**

The information set forth in Item 5.03 is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On August 8, 2024, Trevena, Inc. (the “Company”) filed a Certificate of Amendment (the “Amendment”) to the Company’s Amended and Restated Certificate of Incorporation (as amended, the “Certificate of Incorporation”) with the Secretary of State of the State of Delaware to effect a 1-for-25 reverse stock split of its issued and outstanding common stock, effective as of 12:01 a.m. on August 13, 2024 (the “Reverse Stock Split”).

At the Annual General Meeting of stockholders held on June 13, 2024, Trevena’s stockholders approved a reverse stock split of Trevena’s common stock at a ratio of not less than 1-for-2 and not more than 1-for-25, with such ratio to be determined by the Board of Directors at any time prior to August 28, 2024. Additional information regarding the reverse stock split approved by stockholders can be found in Trevena’s definitive proxy statement that was filed with the Securities and Exchange Commission on April 29, 2024. On July 31, 2024, the Board approved the Reverse Stock Split at a ratio of 1-for-25.

The Amendment provides that at the effective time of the reverse stock split, each 25 shares of the Company’s issued and outstanding common stock will be automatically combined into one validly issued, fully paid and non-assessable share of common stock, without effecting a change to the par value per share. The reverse stock split will affect all shares of the Company’s common stock outstanding immediately prior to the effective time of the reverse stock split, as well as the number of shares of common stock available for issuance under the Company’s equity incentive plans. In addition, the reverse stock split will effect a reduction in the number of shares of common stock issuable upon the exercise of stock options and warrants outstanding immediately prior to the effectiveness of the reverse stock split with a corresponding increase in exercise price per share.

No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise be entitled to receive fractional shares as a result of the reverse stock split will be entitled to a cash payment in lieu thereof at a price equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing trading price per share of the common stock (as adjusted for the reverse stock split) as reported on The Nasdaq Capital Market on the trading day immediately preceding the effective time of the reverse stock split.

The Company’s common stock will continue to be traded on the Nasdaq Capital Market under the symbol “TRVN” and will begin trading on a split-adjusted basis when the market opens on Tuesday, August 13, 2024. The reverse stock split is intended to enable Trevena to regain compliance with the \$1.00 minimum bid price required for continued listing on the Nasdaq Capital Market. The new CUSIP number for Trevena’s common stock following the reverse stock split will be **89532E 307**.

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The foregoing description of the Amendment is qualified in its entirety by reference to the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01. Other Events.**

On August 8, 2024, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Number</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation.</a>
<a href="#">99.1</a>	<a href="#">Press Release dated August 8, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TREVENA, INC.**

Date: August 8, 2024

By: /s/ Barry Shin  
Barry Shin  
Executive Vice President, Chief Operating Officer & Chief Financial Officer

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CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
TREVENA, INC.

\* \* \* \* \*

Trevena, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The Amended and Restated Certificate of Incorporation, as amended on May 17, 2018 and November 9, 2022, and as currently in effect, is hereby amended by deleting Article IV. A. and inserting the following in lieu thereof such that Article IV. A. shall read in its entirety as follows:

A. The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of all classes of capital stock which the Company shall have authority to issue is two hundred five million (205,000,000) shares, of which two hundred million (200,000,000) shares shall be Common Stock (the "Common Stock"), each having a par value of one-tenth of one cent (\$0.001), and five million (5,000,000) shares shall be Preferred Stock (the "Preferred Stock"), each having a par value of one-tenth of one cent (\$0.001). Effective at 12:01 a.m. Eastern Time, on August 13, 2024 (the "Effective Time"), each 25 shares of Common Stock issued and outstanding at such time shall, automatically and without any further action on the part of the Company or the holder thereof, be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock, without effecting a change to the par value per share of Common Stock, subject to the treatment of fractional interests as described below (the "Reverse Stock Split"). The par value of the Common Stock following the Reverse Stock Split shall remain \$0.001 per share. No fractional shares shall be issued, in connection with the Reverse Stock Split, and, in lieu thereof, the Corporation shall pay each stockholder of record at the time of effectiveness of the Reverse Stock Split who otherwise would be entitled to receive fractional shares because they hold a number of pre-Reverse Stock Split shares not evenly divisible by the number of pre-Reverse Stock Split shares for which each post-Reverse Stock Split share is to be exchanged an amount in cash equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing sales price of our Common Stock as reported on The Nasdaq Capital Market on the date on which the Effective Time occurs. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (an "Old Certificate") shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above. The Reverse Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Common Stock and all references to such Common Stock in agreements, arrangements, documents and plans relating thereto or any option or right to purchase or acquire shares of Common Stock shall be deemed to be references to the Common Stock or options or rights to purchase or acquire shares of Common Stock, as the case may be, after giving effect to the Reverse Split.

SECOND: This Certificate of Amendment was duly adopted and approved in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware by the directors and stockholders of the corporation.

THIRD: This Certificate of Amendment shall become effective at 12:01 a.m., Eastern Time, on August 13, 2024.

IN WITNESS WHEREOF, Trevena, Inc. has caused this Certificate of Amendment to be signed by Joel Solomon, its Corporate Secretary, this 8th day of August 2024.

TREVENA, INC.



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By: Joel Solomon, Corporate Secretary

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**Trevena Announces Reverse Stock Split**

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CHESTERBROOK, Pa., August 8, 2024 (GLOBE NEWSWIRE) -- **Trevena, Inc. (Nasdaq: TRVN)**, a biopharmaceutical company focused on the development and commercialization of novel medicines for patients with central nervous system (CNS) disorders, today announced that it has filed a Certificate of Amendment to its Certificate of Incorporation (the "Amendment") to effect a reverse stock split of its common stock at a ratio of 1-for-25. The reverse stock split will become effective at 12:01 a.m. ET on Tuesday, August 13, 2024. Trevena's common stock will continue to be traded on the Nasdaq Capital Market under the symbol "TRVN" and will begin trading on a split-adjusted basis when the market opens on Tuesday, August 13, 2024. The reverse stock split is intended to enable Trevena to regain compliance with the \$1.00 minimum bid price required for continued listing on the Nasdaq Capital Market. The new CUSIP number for Trevena's common stock following the reverse stock split will be **89532E307**.

At the Annual General Meeting of stockholders held on June 13, 2024, Trevena's stockholders approved a reverse stock split of Trevena's common stock at a ratio of not less than 1-for-2 and not more than 1-for-25, with such ratio to be determined by the Board of Directors. Additional information regarding the reverse stock split approved by stockholders can be found in Trevena's definitive proxy statement that was filed with the Securities and Exchange Commission on April 29, 2024.

The Amendment provides that at the effective time of the reverse stock split, each 25 shares of the Company's issued and outstanding common stock will be automatically combined into one validly issued, fully paid and non-assessable share of common stock, without effecting a change to the par value per share. The reverse stock split will affect all shares of the Company's common stock outstanding immediately prior to the effective time of the reverse stock split, as well as the number of shares of common stock available for issuance under the Company's equity incentive plans. In addition, the reverse stock split will effect a reduction in the number of shares of common stock issuable upon the exercise of stock options and warrants outstanding immediately prior to the effectiveness of the reverse stock split with a corresponding increase in exercise price per share.

No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise be entitled to receive fractional shares as a result of the reverse stock split will be entitled to a cash payment in lieu thereof at a price equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing trading price per share of the common stock (as adjusted for the reverse stock split) as reported on The Nasdaq Capital Market on the trading day immediately preceding the effective time of the reverse stock split. Stockholders with shares in brokerage accounts should direct any questions concerning the reverse stock split to their broker; all other stockholders may direct questions to the Company's transfer agent, Continental Stock Transfer & Trust Company at (800) 509-5586.

**About Trevena**

Trevena, Inc. is a biopharmaceutical company focused on the development and commercialization of innovative medicines for patients with CNS disorders. The Company has one approved product in the United States, OLINVYK<sup>®</sup> (oliceridine) injection, indicated in adults for the management of acute pain severe enough to require an intravenous opioid analgesic and for whom alternative treatments are inadequate. The Company's novel pipeline is based on Nobel Prize winning research and includes three differentiated investigational drug candidates: TRV045 for diabetic neuropathic pain and epilepsy, TRV250 for the acute treatment of migraine and TRV734 for maintenance treatment of opioid use disorder.

For more information, please visit [www.Trevena.com](http://www.Trevena.com)

**For more information, please contact:****Company Contact:**

Bob Yoder  
SVP and Chief Business Officer  
Trevena, Inc.  
(610) 354-8840

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