

TREVENA INC
Form 8-K
July 01, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **June 27, 2014**

TREVENA, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

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001-36193
(Commission
File No.)

26-1469215
(IRS Employer
Identification No.)

1018 West 8th Avenue, Suite A

King of Prussia, PA 19406

(Address of principal executive offices and zip code)

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

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

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))
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Item 5.02

Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) On June 27, 2014, David F. Solomon and Terrance G. McGuire each provided Trevena, Inc. (the Company) with notice of his intention to resign from the Board of Directors of the Company (the Board), effective as of July 1, 2014. At the time of these resignations, Mr. Solomon was serving on the Compensation Committee and the Nominating and Corporate Governance Committee of the Board and Mr. McGuire was serving on the Nominating and Corporate Governance Committee. Each of Mr. Solomon and Mr. McGuire indicated in his respective letter to the Company that his decision to resign was based solely on personal reasons, and not due to any disagreement with the Company or concerns relating to the Company's operations, policies or practices.

(d) On July 1, 2014, the Board appointed Julie H. McHugh and Barbara Yanni as independent members of the Board, effective as of the same date. Ms. McHugh is expected to serve as a director until the expiration of her term as a Class II director at the Company's 2015 annual meeting of stockholders and also will serve on the Nominating and Corporate Governance Committee of the Board. Ms. Yanni is expected to serve as a director until the expiration of her term as a Class I director at the Company's 2017 annual meeting of stockholders and also will serve on the Compensation Committee of the Board.

Ms. McHugh and Ms. Yanni will participate in Trevena's non-employee director compensation program, as described on pages 47 through 48 of Trevena's proxy statement for the 2014 annual meeting of stockholders filed with the Securities and Exchange Commission (the SEC) on April 11, 2014. A description of the non-employee director compensation program also is contained within Exhibit 10.1, as filed herewith and incorporated in this Item 5.02(d) by reference.

A copy of the Company's press release announcing the appointment of Ms. McHugh and Ms. Yanni to the Board is attached to this report as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired: Not applicable

(b) Pro Forma Financial Information: Not applicable

(c) Exhibits

Number	Description
10.1+	Non-Employee Director Compensation Plan
99.1	Press Release dated July 1, 2014

+ Indicates management contract or compensatory plan.

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: July 1, 2014

By:

/s/ John M. Limongelli
John M. Limongelli
Sr. Vice President, General Counsel & Corporate
Secretary

EXHIBIT INDEX

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99.1	Press Release dated July 1, 2014