

TREVENA INC
Form SC 13G
January 29, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Trevena, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

89532E109

(CUSIP Number)

December 31, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 89532E109 13G Page 2 of 15 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

HealthCare Ventures VIII, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF SHARES SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY EACH 2,446,251 SOLE DISPOSITIVE POWER

REPORTING 7

PERSON WITH 8 SHARED DISPOSITIVE POWER

2,446,251

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

2,446,251

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

6.2%

TYPE OF REPORTING PERSON*

12

PN

¹ This Schedule 13G is being filed jointly by the Reporting Persons, as hereinafter defined. Such Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF
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HealthCare Partners VIII, L.P.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2

(a)

(b)

See Footnote 1
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF
SHARES SHARED VOTING POWER

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OWNED BY **2,446,251**
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON
WITH 8 SHARED DISPOSITIVE POWER

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BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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CUSIP No. 89532E109 13G Page 4 of 15 Pages

NAME OF REPORTING PERSONS

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ABOVE PERSONS (ENTITIES ONLY)

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HealthCare Partners VIII, LLC
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2

(a)

(b)

See Footnote 1
SEC USE ONLY

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

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6.2%

TYPE OF REPORTING PERSON*

12

OO

CUSIP No. 89532E109 13G Page 5 of 15 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSONS (ENTITIES ONLY)

1

James H. Cavanaugh, Ph.D.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2

(a)

(b)

See Footnote 1
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF
SHARES SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 2,446,251
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON WITH 8 SHARED DISPOSITIVE POWER

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BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

2,446,251

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AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

6.2%

TYPE OF REPORTING PERSON*

12

IN

CUSIP No. 89532E109 13G Page 6 of 15 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSONS (ENTITIES ONLY)

1

Christopher Mirabelli, Ph.D.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2

(a)

(b)

See Footnote 1
SEC USE ONLY

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF
SHARES SHARED VOTING POWER

BENEFICIALLY 6

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BENEFICIALLY OWNED BY EACH
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..

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BY AMOUNT IN ROW (9)

11

6.2%

TYPE OF REPORTING PERSON*

12

IN

CUSIP No. 89532E109 13G Page 7 of 15 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSONS (ENTITIES ONLY)

1

Harold R. Werner
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2

(a)

(b)

See Footnote 1
SEC USE ONLY

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

SOLE VOTING POWER

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NUMBER OF
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BENEFICIALLY 6

OWNED BY **2,446,251**
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON
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AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

2,446,251

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AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

6.2%

TYPE OF REPORTING PERSON*

12

IN

CUSIP No. 89532E109 13G Page 8 of 15 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSONS (ENTITIES ONLY)

1

John W. Littlechild
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2

(a)

(b)

See Footnote 1
SEC USE ONLY

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

SOLE VOTING POWER

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NUMBER OF
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BENEFICIALLY 6

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REPORTING 7

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2,446,251

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AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

6.2%

TYPE OF REPORTING PERSON*

12

IN

CUSIP No. 89532E109 13G Page 9 of 15 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSONS (ENTITIES ONLY)

1

Augustine Lawlor
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2

(a)

(b)

See Footnote 1
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF
SHARES **SHARED VOTING POWER**

BENEFICIALLY 6

OWNED BY **2,446,251**
EACH **SOLE DISPOSITIVE POWER**

REPORTING **7**

PERSON
WITH **8 SHARED DISPOSITIVE POWER**

2,446,251

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

2,446,251

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AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

6.2%

TYPE OF REPORTING PERSON*

12

IN

CUSIP No. 89532E109 13G Page 10 of 15 Pages

Item 1.

(a) Name of Issuer

Trevena, Inc.

(b) Address of Issuer's Principal Executive Offices

1018 West 8th Avenue, Suite A

King of Prussia, PA 19406

Item 2.

(a) Name of Person Filing

HealthCare Ventures VIII, L.P. ("HCVVIII")

HealthCare Partners VIII, L.P. ("HCPVIII")

HealthCare Partners VIII, LLC ("HCP VIII LLC")

James H. Cavanaugh, Ph.D. ("Cavanaugh")

Christopher Mirabelli, Ph.D. ("Mirabelli")

Harold R. Werner ("Werner")

John W. Littlechild ("Littlechild")

Augustine Lawlor ("Lawlor")

See attached Exhibit A, which is a copy of their agreement in writing to file this statement on behalf of each of them.¹

(b) Address of Principal Business Office or, if none, Residence

The business address for HCVVIII, HCPVIII, HCP VIII LLC, Drs. Cavanaugh and Mirabelli and Messrs. Werner, Littlechild and Lawlor is 47 Thorndike Street, Suite B1-1, Cambridge, Massachusetts 02141.

(c) Citizenship

HCVVIII and HCPVIII are limited partnerships organized under the laws of the State of Delaware. HCP VIII LLC is a limited liability company organized under the laws of the State of Delaware. Drs. Cavanaugh and Mirabelli and Messrs. Werner, Littlechild, and Lawlor are each United States citizens.

¹ Drs. Cavanaugh and Mirabelli and Messrs. Werner, Littlechild and Lawlor are the Managing Directors of HCP VIII LLC. HCP VIII LLC is the General Partner of HCPVIII, which is the General Partner of HCVVIII, the record holder of the securities.

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(d) Title of Class of Securities

Common Stock, \$0.001 par value per share (the “Common Stock”)

(e) CUSIP Number

89532E109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: NOT APPLICABLE.

- (a) “Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) “Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) “Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) “Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) “An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) “An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) “A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) “A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) “A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) “Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4.

Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of December 31, 2014: Each of HCVVIII, HCPVIII, and HCP VIII LLC, Drs. Cavanaugh and Mirabelli and Messrs. Werner, Littlechild and Lawlor beneficially own 2,446,251 shares of the Issuer's Common Stock.

Percent of class: (based on 39,224,626 shares of the Issuer's Common Stock issued and outstanding as of December 31, 2014, which includes the (i) 26,376,626 shares of the Issuer's Common Stock reported to be issued and (b) outstanding as of September 30, 2014 in the Issuer's prospectus filed under Rule 424(b)(1), filed with the Securities and Exchange Commission on December 5, 2014; and (ii) 12,848,000 shares reported as being sold by the Issuer in the public offering to which such prospectus relates).

As of December 31, 2014: The 2,446,251 shares of the Issuer's Common Stock beneficially owned by HCVVIII, HCPVIII, HCP VIII LLC, Drs. Cavanaugh and Mirabelli and Messrs. Werner, Littlechild and Lawlor constituted 6.2% of the shares outstanding.

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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote – **Not Applicable.**

(ii) Shared power to vote or to direct the vote –

HCVVIII, HCPVIII, HCP VIII LLC, Drs. Cavanaugh and Mirabelli and Messrs. Werner, Littlechild and Lawlor share the power to vote or direct the vote of those shares owned by HCVVIII.

(iii) Sole power to dispose or to direct the disposition of – **Not Applicable.**

(iv) Shared power to dispose or to direct the disposition of –

HCVVIII, HCPVIII, HCP VIII LLC, Drs. Cavanaugh and Mirabelli and Messrs. Werner, Littlechild and Lawlor share the power to dispose of or direct the disposition of those shares owned by HCVVIII.

Instruction. For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 28, 2015 HealthCare Ventures VIII, L.P.
By: its General Partner, HealthCare Partners VIII, L.P.
By: its General Partner, HealthCare Partners VIII, LLC

By: /s/ Jeffrey Steinberg
Jeffrey Steinberg, Administrative Officer

January 28, 2015 HealthCare Partners VIII, L.P.
By: its General Partner, HealthCare Partners VIII, LLC

By: /s/ Jeffrey Steinberg
Jeffrey Steinberg, Administrative Officer

January 28, 2015 HealthCare Partners VIII, LLC

By: /s/ Jeffrey Steinberg
Jeffrey Steinberg, Administrative Officer

January 28, 2015
/s/ Jeffrey Steinberg, Attorney-in-Fact
James H. Cavanaugh, Ph.D.

January 28, 2015
/s/ Jeffrey Steinberg, Attorney-in-Fact
Christopher Mirabelli, Ph.D.

January 28, 2015
/s/ Jeffrey Steinberg, Attorney-in-Fact
Harold R. Werner

January 28, 2015
/s/ Jeffrey Steinberg, Attorney-in-Fact
John W. Littlechild

January 28, 2015
/s/ Jeffrey Steinberg, Attorney-in-Fact
Augustine Lawlor

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EXHIBIT A

AGREEMENT

JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree to jointly prepare and file with regulatory authorities a Schedule 13G and any future amendments thereto reporting each of the undersigned's ownership of securities of Trevena, Inc. and hereby affirm that such Schedule 13G is being filed on behalf of each of the undersigned.

January 28, 2015 HealthCare Ventures VIII, L.P.

By: its General Partner, HealthCare Partners VIII, L.P.

By: its General Partner, HealthCare Partners VIII, LLC

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg, Administrative Officer

January 28, 2015 HealthCare Partners VIII, L.P.

By: its General Partner, HealthCare Partners VIII, LLC

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg, Administrative Officer

January 28, 2015 HealthCare Partners VIII, LLC

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg, Administrative Officer

January 28, 2015

/s/ Jeffrey Steinberg, Attorney-in-Fact

James H. Cavanaugh, Ph.D.

January 28, 2015

/s/ Jeffrey Steinberg, Attorney-in-Fact

Christopher Mirabelli, Ph.D.

January 28, 2015

/s/ Jeffrey Steinberg, Attorney-in-Fact

Harold R. Werner

January 28, 2015

/s/ Jeffrey Steinberg, Attorney-in-Fact

John W. Littlechild

January 28, 2015

/s/ Jeffrey Steinberg, Attorney-in-Fact

Augustine Lawlor

