

TREVENA INC  
Form 8-K  
April 13, 2015

**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): **April 13, 2015**

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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

**26-1469215**  
(IRS Employer

File No.)

Identification No.)

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**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.)

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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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On April 13, 2015 (the Effective Date ), Trevena, Inc. (the Company ) entered into a first amendment (the First Amendment ) to the loan and security agreement dated as of September 19, 2014 (the Agreement ) with Oxford Finance LLC, as collateral agent and lender ( Oxford ) and Square 1 Bank, as lender ( Square 1 ), and together with Oxford, the Lenders ).

Under the Agreement, the Lenders agreed to lend the Company up to \$35.0 million in a series of term loans. Upon entering into the Agreement on September 19, 2014, the Company borrowed \$2.0 million from the Lenders ( Term Loan A ). Under the terms of the Agreement, the Company may, at its sole discretion, borrow from the Lender:

- up to an additional \$16.5 million ( Term Loan B ), at any time on or before June 30, 2015 since the Company has satisfied specified conditions precedent related to the results of the Company s ongoing Phase 2 studies of TRV130; and
- an additional \$16.5 million ( Term Loan C ), at any time on or before March 31, 2016, subject to the Company s satisfaction of specified conditions precedent related to the results of the Company s ongoing Phase 2 studies of TRV027, as described in the Agreement.

Under the First Amendment, the period during which the Company can draw Term Loan B has been modified to the period beginning on October 1, 2015 and ending on December 31, 2015.

The description of the First Amendment contained herein does not purport to be complete and is qualified in its entirety by reference to the First Amendment, attached hereto as Exhibit 10.1 and incorporated herein by reference.

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

(d) Exhibits

| Number | Description  |
|--------|--|
| 10.1   | First Amendment to Loan and Security Agreement, dated April 13, 2015, by and among Trevena, Inc., as borrower, Oxford Finance LLC, as collateral agent and lender, and Square 1 Bank, as lender. |

**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: April 13, 2015

By:

*/s/ John M. Limongelli*  
John M. Limongelli  
Sr. Vice President, General Counsel and Secretary

EXHIBIT INDEX

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
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