

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Chang Carmen</u>	2. Date of Event Requiring Statement (Month/Day/Year) 05/07/2019	3. Issuer Name and Ticker or Trading Symbol <u>Trevi Therapeutics, Inc. [TRVI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) 2855 SAND HILL ROAD			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) MENIO PARK	CA	94025	
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Preferred Stock	(1)	(1)	Common Stock	1,937,970	(1)	I	See Note 2 ⁽²⁾
Stock Option (Right to Buy)	(3)	05/06/2022	Common Stock	1,500,000	0.001	I	See Note 2 ⁽²⁾

Explanation of Responses:

- The Series C Preferred Stock and the dividends that have accrued thereon to date are convertible on a 9.5-for-one basis into the number of shares of Common Stock shown in Column 3 without payment of further consideration at the holder's election or automatically upon the closing of the Issuer's initial public offering. The number of shares of Common Stock into which the Series C Preferred Stock and accrued dividends thereon are convertible will increase on a daily basis without payment of further consideration as additional dividends accrue. The shares have no expiration date.
- The Reporting Person is a manager of NEA 16 GP, LLC, ("NEA 16 GP") which is the sole general partner of NEA Partners 16, L.P. ("NEA Partners 16"). NEA Partners 16 is the sole general partner of New Enterprise Associates 16, L.P. ("NEA 16"), which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by NEA 16 in which the Reporting Person has no pecuniary interest.
- Exercisable upon closing of the Issuer's initial public offering.

Remarks:

/s/ Sasha Keough, attorney-in-fact 05/07/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.