

GENOCEA BIOSCIENCES, INC.

Form 4

February 12, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GLAXOSMITHKLINE PLC

2. Issuer Name and Ticker or Trading Symbol  
GENOCEA BIOSCIENCES, INC.  
[GNCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
980 GREAT WEST ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/10/2014

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
Former 10% Shareholder

BRENTFORD  
MIDDLESEX, X0 TW8 9GS

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount (A) or (D) Price			
Common Stock	02/10/2014		P <sup>(1)</sup>		143,773 A \$ 12 <sup>(1)</sup>	143,773	I	See Footnote (2)
Common Stock	02/10/2014		C		775,694 A (3)	919,467	I	See Footnote (2)
Common Stock	02/10/2014		C		344,473 A (4)	1,263,940	I	See Footnote (2)
Common	02/10/2014		C		407,727 A (5)	1,671,667	I	See

Stock

Footnote  
(2)

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Title	Amount or Number of Shares
Series A Preferred Stock	(3)	02/10/2014		C	V	(A) 9,230,769	(3)	(3)	Common Stock 775,694
Series B Preferred Stock	(4)	02/10/2014		C		(D) 4,099,231	(4)	(4)	Common Stock 344,473
Series C Preferred Stock	(5)	02/10/2014		C		(D) 4,851,958	(5)	(5)	Common Stock 407,727

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GLAXOSMITHKLINE PLC  
980 GREAT WEST ROAD  
BRENTFORD MIDDLESEX, X0 TW8 9GS

Former 10% Shareholder

## Signatures

/s/ Simon Dingemans, Chief Financial Officer

02/12/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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).

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- (1) Shares issued upon the closing of the Issuer's initial public offering at the initial public offering price of \$12.00 per share.
- (2) Shares are held by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc.
- (3) The shares of Series A Preferred Stock converted automatically into Common Stock, on a 1-for-11.9 basis, upon the closing of the Issuer's initial public offering on February 10, 2014, and had no expiration date.  
The shares of Series B Preferred Stock, including all accrued cumulative and unpaid dividends thereon, converted automatically into  
(4) Common Stock, on a 1-for-11.9 basis, upon the closing of the Issuer's initial public offering on February 10, 2014, and had no expiration date.
- (5) The shares of Series C Preferred Stock converted automatically into Common Stock, on a 1-for-11.9 basis, upon the closing of the Issuer's initial public offering on February 10, 2014, and had no expiration date.

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

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