

GENOCEA BIOSCIENCES, INC.

Form 4

August 15, 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 *
Polaris Venture Management Co. V,
L.L.C.

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/13/2014

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

C/O POLARIS VENTURE PARTNERS, 1000 WINTER STREET SUITE 3350

(Street)

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

WALTHAM, MA 02451

(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	08/13/2014		S		2,905 (1)	D	\$ 13 (2)
					2,061,983	(3)	I
							By the Polaris Funds (4) (5)
Common Stock	08/14/2014		S		6,755 (6)	D	\$ (7)
					2,055,228	(8)	I
							By the Polaris Funds (4) (5)

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

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(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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Polaris Venture Management Co. V, L.L.C. C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451		X		
Polaris Venture Partners V, L.P. C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451		X		
Polaris Venture Partners Entrepreneurs' Fund V, L.P. C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451		X		
Polaris Venture Partners Founders' Fund V, L.P. C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451		X		
Polaris Venture Partners Special Founders' Fund V, L.P. C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451		X		

Signatures

/s/Robert E. Farrell, Jr., attorney-in-fact for Polaris Venture Management Co. V, L.L.C.	08/14/2014
**Signature of Reporting Person	Date
/s/Robert E. Farrell, Jr., attorney-in-fact for Polaris Venture Partners V, L.P.	08/14/2014
**Signature of Reporting Person	Date
/s/Robert E. Farrell, Jr., attorney-in-fact for Polaris Venture Partners Entrepreneurs' Fund V, L.P.	08/14/2014
**Signature of Reporting Person	Date
/s/Robert E. Farrell, Jr., attorney-in-fact for Polaris Venture Partners Founders' Fund V, L.P.	08/14/2014
**Signature of Reporting Person	Date
/s/Robert E. Farrell, Jr., attorney-in-fact for Polaris Venture Partners Special Founders' Fund V, L.P.	08/14/2014
**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).

(1) Consists of 2,803 shares sold by Polaris Venture Partners V, LP ("PVP-V"); 55 shares sold by Polaris Venture Partners Entrepreneurs' Fund V, L.P. ("PVP-E"); 19 shares sold by Polaris Venture Partners Founders' Fund V, L.P. ("PVP-F"); and 28 shares sold by Polaris Venture Partners Special Founders' Fund V, L.P. ("PVP-S"). PVP-V, PVP-E, PVP-F and PVP-S may be referred to herein collectively as the "Polaris Funds".

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.00 to \$13.01. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) Consists of 1,989,680 shares directly beneficially owned by PVP-V; 38,775 shares directly beneficially owned by PVP-E; 13,630 shares directly beneficially owned by PVP-F; and 19,898 shares directly beneficially owned by PVP-S.

(4) North Star Venture Management 2000, LLC directly or indirectly provides investment advisory services to various venture capital funds, including the Polaris Funds. Jonathan Flint and Terrance McGuire, managing members of North Star Venture Management 2000, LLC, exercise voting and investment power with respect to North Star Venture Management, 2000. Each of the Polaris Funds has the sole voting and investment power with respect to the shares of the Issuer directly held by the applicable Polaris Fund. The respective general partners of the Polaris Funds may be deemed to have sole voting and investment power with respect to the shares held by such funds. The respective general partners disclaim beneficial ownership of all the shares held by the Polaris Funds, and this report shall not be deemed an admission of beneficial ownership of such shares for the purposes of Section 16 or for any other purpose, except to the extent of their proportionate pecuniary (footnote continued in Remarks)

(5) Jonathan Flint and Terrance McGuire, managing members of Polaris Venture Management Co. V, L.L.C., exercise voting and investment power with respect to Polaris Venture Management Co. V, L.L.C. As members of the general partner and North Star Venture Management 2000, LLC, the Polaris Management Members may be deemed to share voting and investment powers for the shares held by the Polaris Funds. The Polaris Management Members disclaim beneficial ownership of all such shares held by the funds and this report shall not be deemed an admission of beneficial ownership of such shares for the purposes of Section 16 or for any other purpose, except to the extent of their proportionate pecuniary interests therein. Kevin Bitterman, a director of the Issuer, has an assignee interest in Polaris Venture Management Co. V, L.L.C. To the extent that he is deemed to share voting and investment powers with respect to the shares held by the Polaris Funds, Dr. Bitterman (footnote continued in Remarks)

(6) Consists of 6,518 shares sold by PVP-V; 127 shares sold by PVP-E; 45 shares sold by PVP-F; and 65 shares sold by PVP-S.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.00 to \$13.06. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(8)

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Consists of 1,983,162 shares directly beneficially owned by PVP-V; 38,648 shares directly beneficially owned by PVP-E; 13,585 shares directly beneficially owned by PVP-F; and 19,833 shares directly beneficially owned by PVP-S.

Remarks:

(footnote (4) continued)

interests therein. The members of North Star Venture Management 2000, LLC (the "Polaris Management Members") are also

(footnote (5) continued)

disclaims beneficial ownership of all the shares held by the funds and this report shall not be deemed an admission of beneficial

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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