

GENOCEA BIOSCIENCES, INC.  
Form S-8  
February 19, 2014

As filed with the Securities and Exchange Commission on February 19, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE**  
**SECURITIES ACT OF 1933**

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**GENOCEA BIOSCIENCES, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**51-0596811**  
(IRS Employer  
Identification No.)

**100 Acorn Park Drive, 5th Floor, Cambridge, MA**  
(Address of Principal Executive Offices)

**02140**  
(Zip Code)

**Amended and Restated 2007 Equity Incentive Plan**

**2014 Equity Incentive Plan**

(Full titles of the plans)

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**William Clark**  
**President and Chief Executive Officer**  
**100 Acorn Park Drive, 5th Floor**

**Cambridge, MA 02140**

(Name and address of agent for service)

**(617) 876-8191**

(Telephone number, including area code, of agent for service)

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**Please send copies of all communications to:**

**Marc A. Rubenstein**

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, MA 02199-3600

617-951-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Amended and Restated 2007 Equity Incentive Plan - Common Stock, \$0.001 par value per share	1,576,666 shares(2) \$	2.66(3) \$	4,193,932(3) \$	541

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2014 Equity Incentive Plan - Common Stock,

\$0.001 par value per share	1,123,259 shares(4)	\$	11.52(5)	\$	12,939,944(5)	\$	1,667
TOTALS	2,699,925 shares			\$	17,133,876	\$	2,208

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers such additional shares of Common Stock as may issued to prevent dilution from stock splits, stock dividends and similar transactions.

(2) Represents shares of Common Stock issuable upon exercise of outstanding options under the Amended and Restated 2007 Equity Incentive Plan as of the date of this Registration Statement.

(3) The maximum aggregate offering price for the Amended and Restated 2007 Equity Plan consists of \$17,883 payable in respect of 13,651 shares subject to options at an exercise price of \$1.31 per share, \$34,726 payable in respect of 20,794 shares subject to options at an exercise price of \$1.67 per share, \$96,053 payable in respect of 53,661 shares subject to options at an exercise price of \$1.79 per share, \$1,148,308 payable in respect of 568,469 shares subject to options at an exercise price of \$2.02 per share, \$553,258 payable in respect of 232,461 shares subject to options at an exercise price of \$2.38 per share, \$500,692 payable in respect of 175,067 shares subject to options at an exercise price of \$2.86 per share, \$1,637,477 payable in respect of 474,631 shares subject to options at an exercise price of \$3.45 per share and \$207,488 payable in respect of 37,932 shares subject to options at an exercise price of \$5.47 per share.

(4) Represents shares of Common Stock issuable upon exercise of options that have not yet been granted as of the date of this Registration Statement under the 2014 Equity Incentive Plan.

(5) Offering prices of options that have not yet been granted as of the date of this Registration Statement are computed in accordance with Rule 457(h) based on the average high and low prices of the Common Stock as reported by the Nasdaq Global Market on February 13, 2014 to be \$11.79 and \$11.25, respectively.

(6) Covers an aggregate of 1,123,259 shares of the Registrant's Common Stock that may be issued pursuant to the Registrant's 2014 Employee Stock Purchase Plan.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

As permitted by Rule 428 under the Securities Act, this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants of the Plans as required by Rule 428(b).

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

We incorporate by reference herein the following documents filed by Genoccea Biosciences, Inc. (the Registrant) with the SEC:

(a) the Registrant's prospectus filed with the SEC on February 5, 2014 pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the Securities Act) relating to the registration statement on Form S-1 (File No. 333-193043), that contains audited financial statements of the Registrant for the latest fiscal period for which such statements have been filed; and

(b) the description of the Registrant's Common Stock, \$0.001 par value per share, which is contained in the Registrant's registration statement on Form 8-A filed by the Registrant with the SEC under Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act), on January 30, 2014, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is incorporated or is deemed to be incorporated by reference herein modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Registrant's amended and restated certificate of incorporation contains provisions that eliminate, to the maximum extent permitted by the General Corporation Law of the State of Delaware, the personal liability of directors and executive officers for monetary damages for breach of their fiduciary duties as a director or officer. The Registrant's amended and restated certificate of incorporation and bylaws provide that the Registrant shall

indemnify its directors and executive officers and may indemnify its employees and other agents to the fullest extent permitted by the General Corporation Law of the State of Delaware.

Sections 145 and 102(b)(7) of the General Corporation Law of the State of Delaware provide that a corporation may indemnify any person made a party to an action by reason of the fact that he or she was a director, executive officer, employee or agent of the corporation or is or was serving at the request of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, in the case of an action by or in right of the corporation, no indemnification may generally be made in respect of any claim as to which such person is adjudged to be liable to the corporation.

The Registrant has entered into indemnification agreements with each of its directors and executive officers, in addition to the indemnification provided for the Registrant's amended and restated certificate of incorporation and bylaws, and intends to enter into indemnification agreements with any new directors and executive officers in the future.

The Registrant maintains insurance on behalf of any person who is or was a director or officer of the Registrant against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

**Item 7. Exemption From Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

**Exhibit**

- 4.1 Fifth Amended and Restated Certificate of Incorporation (previously filed as Exhibit 3.1 to the current report on Form 8-K filed on February 12, 2014 (File No. 001-36289) and incorporated herein by reference).
- 4.2 Amended and Restated By-laws (previously filed as Exhibit 3.2 to the current report on Form 8-K filed on February 12, 2014 (File No. 001-36289) and incorporated herein by reference).
- 4.3 Form of Common Stock Certificate (previously filed as Exhibit 4.1 to the registration statement on Form S-1 (File No. 333-193043) and incorporated herein by reference).
- 4.4 Genoccea Biosciences, Inc. Amended and Restated 2007 Equity Incentive Plan (previously filed as Exhibit 10.10 to the registration statement on Form S-1 (File No. 333-193043 and incorporated herein by reference).
- 4.5 Genoccea Biosciences, Inc. 2014 Equity Incentive Plan (previously filed as Exhibit 10.15 to the registration statement on Form S-1 (File No. 333-193043) and incorporated herein by reference).

- 5.1 Opinion of Ropes & Gray LLP.
- 23.1 Consent of Ernst & Young LLP.

23.2 Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1).

24.1 Powers of Attorney (included on the signature page in Part II).

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) above shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on this 19th day of February, 2014.

**GENOCEA BIOSCIENCES, INC.**

By: /s/ William Clark  
 Name: William Clark  
 Title: President and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints William Clark and Robert E. Farrell Jr., and each of them acting individually, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by Genoclea Biosciences, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

\* \* \* \*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ William Clark William Clark	President and Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 19, 2014
/s/ Robert E. Farrell Robert E. Farrell Jr., CPA	Vice President of Finance and Administration <i>(Principal Financial Officer &amp; Principal Accounting Officer)</i>	February 19, 2014
/s/ Kevin Bitterman Kevin Bitterman, Ph.D.	Director	February 19, 2014
/s/ Katrine Bosley Katrine Bosley	Director	February 19, 2014



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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Simeon J. George Simeon J. George, M.D.	Director	February 19, 2014
/s/ Stephen J. Hoffman Stephen J. Hoffman, M.D., Ph.D.	Director	February 19, 2014
/s/ George Siber George Siber, M.D.	Director	February 19, 2014

[Signature Page to Form S-8 Registration Statement]

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