

GENOCEA BIOSCIENCES, INC.

Form 3

February 05, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION****Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

02/04/2014

3. Issuer Name **and** Ticker or Trading Symbol

GENOCEA BIOSCIENCES, INC. [GNCA]

4. Relationship of Reporting  
Person(s) to Issuer

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

980 GREAT WEST ROAD

(Street)

(Check all applicable)

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

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

BRENTFORD

MIDDLESEX, X0 TW8 9GS

(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)

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

SEC 1473 (7-02)

**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 control number.**

**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)

Date      Expiration  
Exercisable      Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title      Amount or  
Number of  
Shares

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

|                          |       |       |              |         |        |   |                  |
|--------------------------|-------|-------|--------------|---------|--------|---|------------------|
| Series A Preferred Stock | Â (1) | Â (1) | Common Stock | 775,694 | \$ (1) | I | See Footnote (2) |
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 275,078 | \$ (1) | I | See Footnote (2) |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 407,727 | \$ (1) | I | See Footnote (2) |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |         |       |
|---------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                 | Director      | 10% Owner | Officer | Other |
| GLAXOSMITHKLINE PLC<br>980 GREAT WEST ROAD<br>BRENTFORD MIDDLESEX,Â X0Â TW8 9GS | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Simon Dingemans, Authorized  
Signatory

02/05/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

The Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock are each convertible into Common Stock at any time at the holder's election and upon the consummation of a qualified public offering of the registrant. There is no expiration date for any

(1) series of preferred stock. The Series B Preferred Stock has an accruing cumulative dividend that accrues at a rate of 8% per year from the Series B Preferred Stock issuance date. Upon the anticipated closing of the registrant's initial public offering, approximately 69,395 shares of Common Stock will be issued in connection with the Series B Preferred Stock accruing cumulative dividend.

(2) Shares are held by S.R. One Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline PLC (Reporting Person).

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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