

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 ⁽¹⁾ | | 143,773 A \$ 12 ⁽¹⁾ | 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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(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) | | Date Exercisable | Expiration Date | | | |
| | | | | Code | V | (A) | (D) | | Title | Amount or Number of Shares | |
| Series A Preferred Stock | (3) | 02/10/2014 | | C | | 9,230,769 | | (3) | (3) | Common Stock | 775,694 |
| Series B Preferred Stock | (4) | 02/10/2014 | | C | | 4,099,231 | | (4) | (4) | Common Stock | 344,473 |
| Series C Preferred Stock | (5) | 02/10/2014 | | C | | 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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