

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)

(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

980 GREAT WEST ROAD

(Street)

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)

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**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 Exercisable    Expiration 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  
980 GREAT WEST ROAD  
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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