

GENOCEA BIOSCIENCES, INC.

Form 4

February 11, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
HOFFMAN STEPHEN J

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)
02/10/2014

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

C/O SKYLINE VENTURES, 303 WYMAN STREET, SUITE 300

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/10/2014		C		777,584	A	\$ 12
							777,584
							I
							See footnotes (2) (3)
Common Stock	02/10/2014		C		263,900	A	\$ 12
							1,041,484
							I
							See footnotes (2) (3)
Common Stock	02/10/2014		P ⁽⁴⁾		250,931	A	\$ 12
							1,292,415
							I
							See footnotes (2) (3)

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

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Preferred Stock	(1)	02/10/2014		C	9,253,255	(1)	(1)	Common Stock	777,584
Series C Preferred Stock	(1)	02/10/2014		C	3,140,414	(1)	(1)	Common Stock	263,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOFFMAN STEPHEN J C/O SKYLINE VENTURES 303 WYMAN STREET, SUITE 300 WALTHAM, MA 02451			X	

Signatures

/s/ Robert E. Farrell, Jr., as attorney-in-fact for Stephen Hoffman

02/11/2014

**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) Upon closing of the Issuer's initial public offering, each share of Series C Preferred Stock converted automatically into common stock on a 1-for-11.9 basis into the number of shares of common stock listed in column 5 without payment of further consideration. The Series B Preferred Stock had an accruing cumulative dividend that accrued at a rate of 8% per year from the Series B Preferred Stock issuance date. Upon closing of the Issuer's initial public offering, the Series B Preferred Stock, including all accrued and unpaid dividends, converted automatically into common stock on a 1-for-11.9 basis into the number of shares of common stock listed in column 5 without payment of further consideration. There was no expiration date for any series of preferred stock.
- (2) 9,253,255 shares of Series B Preferred Stock and 3,140,414 shares of Series C Preferred Stock were directly owned by Skyline Venture Partners V, L.P. The general partner of Skyline Venture Partners V, L.P. is Skyline Venture Management V, LLC. Stephen J. Hoffman is

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a director of the registrant and a member of Skyline Venture Partners V, L.P. To the extent that he is deemed to share voting and investment powers with respect to the shares held by Skyline Venture Partners V, L.P., Dr. Hoffman disclaims beneficial ownership of all such shares and this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purposes, except to the extent of his proportionate pecuniary interest therein.

- (3) John G. Freund and Yasunori Kaneko are Managers of Skyline Venture Management V, LLC and hereby disclaim beneficial ownership of all shares reported herein, and this report shall not be deemed an admission of beneficial ownership of such shares for purposes of Section 16 or for any other purposes, except to the extent of their proportionate pecuniary interests therein.
- (4) Upon the closing of the Issuer's initial public offering, 250,931 shares of common stock were issued to Skyline Venture Partners V, L.P. at the initial public offering price of \$12.00 per share.

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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