

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GLAXOSMITHKLINE PLC		(Month/Day/Year)	GENOCEA BIOSCIENCES, INC. [GNCA]	
(Last)	(First)	(Middle)	02/04/2014	
980 GREAT WEST ROAD		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
BRENTFORD		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner		<input checked="" type="checkbox"/> Form filed by One Reporting Person
MIDDLESEX,Â X0Â TW8 9GS		<input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)		<input type="checkbox"/> Form filed by More than One Reporting Person
(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)
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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	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)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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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