

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)

**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
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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