

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 * Â GLAXOSMITHKLINE PLC (Last) (First) (Middle) 980 GREAT WEST ROAD (Street) BRENTFORD MIDDLESEX, Â X0Â TW8 9GS (City) (State) (Zip)	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 (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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)

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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)
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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, X0 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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