

GENOCEA BIOSCIENCES, INC.

Reported by
POOLE JONATHAN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/10/17 for the Period Ending 05/03/17

Address	100 ACORN PARK DRIVE CAMBRIDGE, MA 02140
Telephone	617-876-8191
CIK	0001457612
Symbol	GNCA
SIC Code	2836 - Biological Products, Except Diagnostic Substances
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person - Poole Jonathan (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol GENOCEA BIOSCIENCES, INC. [GNCA]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <input checked="" type="checkbox"/> ___ Officer (give title below) ___ Other (specify below) Chief Financial Officer	
C/O GENOCEA BIOSCIENCES, INC., 100 ACORN PARK DRIVE, 5TH FLOOR (Street)		3. Date of Earliest Transaction (MM/DD/YYYY) 5/3/2017		6. Individual or Joint/Group Filing (Check Applicable Line) ___ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
CAMBRIDGE, MA 02140 (City) (State) (Zip)		4. If Amendment, Date Original Filed (MM/DD/YYYY)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/3/2017		A		7937 (1)	A	\$0	25150	D	
Common Stock	5/3/2017		A		23810 (2)	A	\$0	48960	D	
Common Stock	5/8/2017		S		6213	D	\$6.51 (3)	42747	D	
Common Stock	5/10/2017		F (4)		3500	D	\$6.13	39247	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- The restricted stock units ("RSUs") were granted in accordance with Genoccea Biosciences, Inc.'s (the "Company") 2014 Equity Incentive Plan (the "Plan") and vested immediately upon grant.
- The RSUs were granted in accordance with the Plan and will vest in full 18 months from the grant date, subject to Mr. Poole's continued employment with the Company.
- The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$6.50 to \$6.54, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- Shares sold to cover taxes on RSUs that vested on May 3, 2017.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Poole Jonathan C/O GENOCEA BIOSCIENCES, INC. 100 ACORN PARK DRIVE, 5TH FLOOR CAMBRIDGE, MA 02140			Chief Financial Officer	

Signatures

/s/ Jonathan Poole

5/10/2017

Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.