

GENOCEA BIOSCIENCES, INC.

FORM 8-K (Current report filing)

Filed 03/06/17 for the Period Ending 02/28/17

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

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 28, 2017**

GENOCEA BIOSCIENCES, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36289
(Commission
File Number)

51-0596811
(IRS Employer
Identification No.)

**Cambridge Discovery Park
100 Acorn Park Drive, 5th Floor
Cambridge, MA**
(Address of Principal Executive Offices)

02140
(Zip Code)

Registrant's telephone number, including area code: **(617) 876-8191**

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 28, 2017, Dr. Kevin Bitterman notified Genocea Biosciences, Inc. (the “Company”) of his desire to retire from the Board of Directors (the “Board”) of the Company, effective February 28, 2017. Dr. Bitterman has served on the Board since 2006 and has also served as a member of the Nominating and Governance Committee and the Compensation Committee. Mr. Bitterman’s resignation was not a result of or caused by any disagreement with the Company.

On March 3, 2017, the Board elected Howard Mayer, M.D. age 54, to the Board as an independent director, effective March 6, 2017. Dr. Mayer will be a Class I director of the Company and will be nominated for re-election at the annual meeting of the stockholders of the Company to be held in 2018.

Dr. Mayer is currently senior vice president and head of global clinical development at Shire plc. Dr. Mayer joined Shire in 2012 and is responsible for global clinical development across hematology, immunology, oncology, genetic diseases, GI/metabolic, neuroscience and ophthalmology therapeutic areas. Previously he served as chief medical officer at EMD Serono, a division of Merck KGaA, since 2009. Prior to that, he held a variety of global roles at Pfizer Inc. including head of clinical development and medical affairs for Virology/Infectious Diseases. Prior to joining Pfizer, he served as director of Infectious Diseases Clinical Research at Bristol-Myers Squibb for five years. Dr. Mayer obtained his BA from the University of Pennsylvania and his M.D. from Albert Einstein College of Medicine in New York, which was followed by an internship and residency at Mount Sinai Hospital and an Infectious Diseases fellowship at Harvard Medical School. He currently serves on the scientific advisory boards of Macrolide Pharmaceuticals, and Arsanis Biosciences, and has served on the board of Autism Speaks in New England since 2011 and on the board of the Melmark Charitable Foundation since 2016. In 2011, he was honored by PharmaVoice as one of the 100 Most Inspiring People in the Life Sciences Industry.

Dr. Mayer will receive compensation from the Company for his service as a director in accordance with the Company’s non-employee director compensation policy, including an annual director fee of \$35,000. Pursuant to the Company’s non-employee director compensation policy and its 2014 Equity Incentive Plan and non-qualified stock option award agreement, Dr. Mayer received an award of stock options to purchase 25,000 shares of the Company’s common stock on March 6, 2017.

In accordance with the Company’s customary practice, the Company has entered into an indemnification agreement with Dr. Mayer, which requires the Company to indemnify him against certain liabilities that may arise in connection with his status or service as a director. The indemnification agreement also provides for an advancement of expenses incurred by Dr. Mayer in connection with any proceeding relating to his status as a director. The foregoing description is qualified in its entirety by the full text of the form of indemnification agreement, which was filed with the Securities and Exchange Commission (the “SEC”) as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (Registration No. 333-197247), and which is incorporated herein by reference.

There is no arrangement or understanding between Dr. Mayer and any other person pursuant to which Dr. Mayer was selected as a director. Other than as described above, there are no transactions involving Dr. Mayer requiring disclosure under Item 404(a) of Regulation S-K of the SEC.

A press release announcing Dr. Mayer’s election to the Board is filed as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

See Exhibit Index attached hereto.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENOCEA BIOSCIENCES, INC.

Date: March 6, 2017

By: /s/ Jonathan Poole

Jonathan Poole

Chief Financial Officer

Exhibit Index

Exhibit No.	Description
99.1	Press Release of Genocera Biosciences, Inc. dated March 6, 2017.



Howard Mayer, M.D., of Shire, Joins Genocea Biosciences' Board of Directors

- Dr. Mayer brings significant depth of experience in global clinical drug development -

CAMBRIDGE, Mass., March 6, 2017 - Genocea Biosciences, Inc. (NASDAQ: GNCA), a biopharmaceutical company developing T cell-directed vaccines and immunotherapies, today announced that Howard Mayer, M.D., senior vice president and head of global clinical development at Shire plc, has joined its board of directors. Genocea also announced that Kevin Bitterman, Ph.D., a partner at Polaris Partners, will retire as a member of the company's board of directors. Dr. Bitterman served on Genocea's board since the company's founding in 2006.

"It is my great pleasure to welcome Howard to our board of directors," said Chip Clark, president and chief executive officer of Genocea. "As we advance our lead therapeutic vaccine candidate, GEN-003 for the treatment of genital herpes, into pivotal clinical development and prepare to enter the clinic with GEN-009, our neoantigen cancer vaccine, we believe Howard's deep industry and clinical development expertise will prove invaluable to us. At the same time, we would like to express our deep gratitude to Kevin for his years of service on our board. Polaris was one of our founding investors and Kevin has played an important role in the evolution of Genocea from concept to today."

Dr. Mayer commented on his appointment: "I am delighted to be joining the Genocea board and I am excited by the prospect of Genocea advancing the first new treatment for genital herpes patients in nearly 20 years. I also believe the company's ATLAS technology has great potential in immuno-oncology and I look forward to working with the Genocea board and the senior management team to help advance the company's clinical programs."

Dr. Mayer joined Shire in 2012 and is responsible for global clinical development across hematology, immunology, oncology, genetic diseases, GI/metabolic, neuroscience and ophthalmology therapeutic areas. Previously he served as chief medical officer at EMD Serono, a division of Merck KGaA, since 2009. Prior to that, he held a variety of global roles at Pfizer Inc. including head of clinical development and medical affairs for Virology/Infectious Diseases. Prior to joining Pfizer, he served as director of Infectious Diseases Clinical Research at Bristol-Myers Squibb for five years. Dr. Mayer obtained his BA from the University of Pennsylvania and his M.D. from Albert Einstein College of Medicine in New York, which was followed by an internship and residency at Mount Sinai Hospital and an Infectious Diseases fellowship at Harvard Medical School. He currently serves on the scientific advisory boards of Macrolide Pharmaceuticals and Arsanis Biosciences and has served on the board of Autism Speaks in New England since 2011 and on the board of the Melmark Charitable Foundation since 2016. In 2011, he was honored by *PharmaVoice* as one of the 100 Most Inspiring People in the Life Sciences Industry.

About Genocea Biosciences, Inc.

Genocea is harnessing the power of T cell immunity to develop life-changing vaccines and immunotherapies. T cells are increasingly recognized as a critical element of protective immune responses to a wide range of diseases, but traditional discovery methods have proven unable to identify the targets of such protective immunity. Using ATLAS™, its proprietary technology platform, Genocea identifies these targets to potentially enable the rapid development of medicines to address critical patient needs. Genocea's pipeline includes GEN-003, a novel T cell-enabled immunotherapy for genital herpes currently in Phase 2 clinical development, and earlier-stage investments in immuno-oncology. For more information, please visit the company's website at www.genocea.com.

Forward-Looking Statements

Statements herein relating to future business performance, conditions or strategies and other financial and business matters, including expectations regarding clinical developments, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act. Genocea cautions that these forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Factors that

may cause actual results to differ materially from the results discussed in the forward-looking statements or historical experience include risks and uncertainties, including Genoccea's ability to progress any product candidates in preclinical or clinical trials; the ability of ATLAS to identify promising oncology vaccine and immunotherapy product candidates; the scope, rate and progress of its preclinical studies and clinical trials and other research and development activities; anticipated clinical trial results; current results may not be predictive of future results; even if the data from preclinical studies or clinical trials is positive, regulatory authorities may require additional studies for approval and the product may not prove to be safe and efficacious; Genoccea's ability to enter into future collaborations with industry partners and the government and the terms, timing and success of any such collaboration; risks associated with the manufacture and supply of clinical and commercial product; the cost of filing, prosecuting, defending and enforcing any patent claims and other intellectual property rights; Genoccea's ability to obtain rights to technology; competition for clinical resources and patient enrollment from drug candidates in development by other companies with greater resources and visibility; the rate of cash utilized by Genoccea in its business and the period for which existing cash will be able to fund such operation; Genoccea's ability to obtain adequate financing in the future through product licensing, co-promotional arrangements, public or private equity or debt financing or otherwise; general business conditions; competition; business abilities and judgment of personnel; the availability of qualified personnel and other factors set forth under "Risk Factors" in Genoccea's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and other filings with the Securities and Exchange Commission (the "SEC"). Further information on the factors and risks that could affect Genoccea's business, financial conditions and results of operations is contained in Genoccea's filings with the SEC, which are available at www.sec.gov. These forward-looking statements speak only as of the date of this press release and Genoccea assumes no duty to update forward-looking statements.

For media:

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