

# **GENOCEA BIOSCIENCES, INC.**

Reported by  
**POOLE JONATHAN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 07/24/17 for the Period Ending 07/24/17

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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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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 - <b>Poole Jonathan</b>  (Last) (First) (Middle) <b>C/O GENOCEA BIOSCIENCES, INC., 100 ACORN PARK DRIVE, 5TH FLOOR</b>  (Street) <b>CAMBRIDGE, MA 02140</b>  (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <b>GENOCEA BIOSCIENCES, INC. [GNCA]</b>		3. Date of Earliest Transaction (MM/DD/YYYY) <b>7/24/2017</b>		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) <b>Chief Financial Officer</b>	
4. If Amendment, Date Original Filed (MM/DD/YYYY)				6. Individual or Joint/Group Filing (Check Applicable Line)  ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person			

**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	7/24/2017		M	(1)	45000	A	\$3.09	84247	D	
Common Stock	7/24/2017		S	(1)	45000	D	\$6 (2)	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				
Stock Option (Right to Buy)	\$3.09	7/24/2017		M	(1)		45000	(3)	2/1/2026	Common Stock	45000.0	\$0	90000	D	

### Explanation of Responses:

- The reported transactions were effected pursuant to a Rule 10b5-1 trading plan adopted on May 10, 2017 by the reporting person.
- These shares were sold in multiple transactions at a price of \$6.00. 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.
- The option was granted on 2/2/2016 and vests in 48 equal monthly installments beginning on the first monthly anniversary of the grant date.

### Reporting Owners

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

### Signatures

/s/ Jonathan Poole

7/24/2017

\*\*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.

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