

GENOCEA BIOSCIENCES, INC.

Form 4

February 11, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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, 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 *
Polaris Venture Management Co. V,
L.L.C.

2. Issuer Name and Ticker or Trading Symbol
GENOCEA BIOSCIENCES, INC.
[GNCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 WINTER STREET, SUITE 3350

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2014

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

WALTHAM, MA 02451

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 | 02/10/2014 | | C | | 178,731 | A | Ⓣ 178,731 | I | See footnotes (2) (3) (4) (5) (6) |
| Common Stock | 02/10/2014 | | C | | 705,356 | A | Ⓣ 884,087 | I | See footnotes (2) (3) (4) (5) (6) |
| Common Stock | 02/10/2014 | | C | | 490,474 | A | Ⓣ 1,374,561 | I | See footnotes (2) (3) (4) (5) |

| | | | | | | | | | |
|--------------|------------|--|-------------|---------|---|------------|-----------|---|--|
| Common Stock | 02/10/2014 | | C | 510,516 | A | <u>(1)</u> | 1,885,077 | I | (6) See footnotes (2) (3) (4) (5) (6) |
| Common Stock | 02/10/2014 | | C | 10,781 | A | <u>(7)</u> | 1,895,858 | I | (6) See footnotes (2) (3) (4) (5) (6) |
| Common Stock | 02/10/2014 | | <u>P(8)</u> | 232,820 | A | \$ 12 | 2,128,678 | I | (6) See footnotes (2) (3) (4) (5) (6) |

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

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.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Seed Preferred Stock | <u>(1)</u> | 02/10/2014 | | C | | 2,126,923 | <u>(1)</u> | <u>(1)</u> | Common Stock | 178,371 |
| Series A Preferred Stock | <u>(1)</u> | 02/10/2014 | | C | | 8,393,754 | <u>(1)</u> | <u>(1)</u> | Common Stock | 705,356 |
| Series B Preferred Stock | <u>(1)</u> | 02/10/2014 | | C | | 5,836,663 | <u>(1)</u> | <u>(1)</u> | Common Stock | 490,474 |
| Series C Preferred Stock | <u>(1)</u> | 02/10/2014 | | C | | 6,075,152 | <u>(1)</u> | <u>(1)</u> | Common Stock | 510,516 |

| | | | | | | | | |
|--|-----|------------|---|---------|-----|-----|-----------------|--------|
| Warrants to purchase Series A Preferred Stock | (7) | 02/10/2014 | X | 399,909 | (7) | (7) | Common Stock | 10,781 |
|--|-----|------------|---|---------|-----|-----|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Polaris Venture Management Co. V, L.L.C. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | | | X | |
| Polaris Venture Partners Entrepreneurs' Fund V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | | | X | |
| Polaris Venture Partners Founders' Fund V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | | | X | |
| Polaris Venture Partners Special Founders' Fund V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | | | X | |
| Polaris Venture Partners V, L.P. 1000 WINTER STREET, SUITE 3350 WALTHAM, MA 02451 | | | X | |

Signatures

| | |
|---|------------|
| /s/ Robert E. Farrell, Jr., as attorney-in-fact for Polaris Venture Mangement Co. V, L.L.C. | 02/11/2014 |
| __Signature of Reporting Person | Date |
| /s/ Robert E. Farrell, Jr., as attorney-in-fact for Polaris Venture Partners V, L.P. | 02/11/2014 |
| __Signature of Reporting Person | Date |
| /s/ Robert E. Farrell, Jr., as attorney-in-fact for Polaris Venture Partners Founders' Fund V, L.P. | 02/11/2014 |
| __Signature of Reporting Person | Date |
| /s/ Robert E. Farrell, Jr., as attorney-in-fact for Polaris Venture Partners Special Founders' Fund V, L.P. | 02/11/2014 |
| __Signature of Reporting Person | Date |
| /s/ Robert E. Farrell, Jr., as attorney-in-fact for Polaris Venture Partners Entrepreneurs' Fund V, L.P. | 02/11/2014 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* 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).

Upon closing of the Issuer's initial public offering, each share of Seed Preferred Stock, Series A Preferred Stock and Series C Preferred Stock converted automatically into common stock on a 1-for-11.9 basis into the number of shares listed in column 5 without payment of further consideration. The Series B Preferred Stock had an accruing cumulative dividend that accrued at a rate of 8% per year from the

(1) Series B Preferred Stock issuance date. Upon closing of the Issuer's initial public offering, the Series B Preferred Stock, including all accrued and unpaid dividends, converted automatically into common stock on a 1-for-11.9 basis into the number of shares of common stock listed in column 5 without payment of further consideration. There was no expiration date for any series of preferred stock.

2,052,341 shares of Seed Preferred Stock, 8,099,422 shares of Series A Preferred Stock, 5,631,998 shares of Series B Preferred Stock, 5,862,122 shares of Series C Preferred Stock and warrants exercisable for 385,887 shares of Series A Preferred Stock were owned directly by Polaris Venture Partners V, L.P. ("PVP-V"); 40,000 shares of Seed Preferred Stock, 157,857 shares of Series A Preferred Stock, 109,768 shares of Series B Preferred Stock, 114,252 shares of Series C Preferred Stock and warrants exercisable for 7,520 shares

(2) of Series A Preferred Stock were owned directly by Polaris Venture Partners Entrepreneurs' Fund V, L.P. ("PVP-E"); 14,059 shares of Seed Preferred Stock, 55,483 shares of Series A Preferred Stock, 38,578 shares of Series B Preferred Stock, 40,156 shares of Series C Preferred Stock and warrants exercisable for 2,643 shares of Series A Preferred Stock were owned directly by Polaris Venture Partners Founders' Fund V, L.P. ("PVP-F").

20,523 shares of Seed Preferred Stock, 80,992 shares of Series A Preferred Stock, 56,319 shares of Series B Preferred Stock, 58,622 shares of Series C Preferred Stock and warrants exercisable for 3,589 shares of Series A Preferred Stock were owned directly by Polaris Venture Partners Special Founders' Fund V, L.P. ("PVP-S" and, together with PVP-V, PVP-E and PVP-F, the "Polaris Funds"). After the conversions listed herein, PVP-V owns 1,829,384 shares of common stock, PVP-E owns 35,652 shares of common stock, PVP-F owns

(3) 12,529 shares of common stock and PVP-S owns 18,291 shares of common stock. North Star Venture Management 2000, LLC directly or indirectly provides investment advisory services to various venture capital funds, including the Polaris Funds. Jonathan Flint and Terrance McGuire, managing members of North Star Venture Management 2000, LLC, exercise voting and investment power with respect to North Star Venture Management 2000, LLC.

Each of the Polaris Funds has the sole voting and investment power with respect to the shares of the Issuer directly held by such Polaris Fund. The respective general partners of the Polaris Funds may be deemed to have sole voting and investment power with respect to the shares held by such funds. The respective general partners disclaim beneficial ownership of all shares reported herein, and this report

(4) shall not be deemed an admission of beneficial ownership of such shares for the purposes of Section 16 or for any other purpose, except to the extent of their proportionate pecuniary interests therein. The members of North Star Venture Management 2000, LLC (the "Polaris Management Members") are also members of Polaris Venture Management Co. V, L.L.C. (the general partner of each of the Polaris Funds).

Jonathan Flint and Terrance McGuire, managing members of Polaris Venture Management Co. V, L.L.C., exercise voting and investment power with respect to Polaris Venture Management Co. V, L.L.C. As members of the general partner and North Star Venture

(5) Management 2000, LLC, the Polaris Management Members may be deemed to share voting and investment powers for the shares held by the Polaris Funds. The Polaris Management Members disclaim beneficial ownership of all such shares and this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purposes, except to the extent of their proportionate pecuniary interests therein.

Kevin Bitterman, a director of the Issuer, has an assignee interest in Polaris Venture Management Co. V, L.L.C. To the extent that he is

(6) deemed to share voting and investment power with respect to the shares held by the Polaris Funds, Dr. Bitterman disclaims beneficial ownership of such shares and this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose, except to the extent of his proportionate pecuniary interest therein.

The warrants to purchase Series A Preferred Stock were exercisable at any time at the holder's election, and had an expiration date on the later of February 11, 2014 or the consummation of an initial public offering of the Issuer. After giving effect to the conversion of the

(7) Issuer's preferred stock upon consummation of the initial public offering of the Issuer, the warrants to purchase Series A Preferred Stock owned by PVP-V, PVP-E, PVP-F and PVP-S became exercisable for 10,405 shares of common stock, 202 shares of common stock, 71 shares of common stock and 103 shares of common stock, respectively, and were exercised in exchange for such shares on a net basis upon the closing of the Issuer's initial public offering.

Upon the closing of the Issuer's initial public offering, 224,655 shares of common stock were issued to PVP-V, 4,379 shares of common

(8) stock were issued to PVP-E, 1,539 shares of common stock were issued to PVP-F and 2,247 shares of common stock were issued to PVP-S at the initial public offering price of \$12.00 per share.

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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