

GENOCEA BIOSCIENCES, INC.

Form 4

February 11, 2014

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, 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 *
Lux Capital Management, LLC

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)
295 MADISON AVENUE, 24TH FLOOR

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

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

(Street)
NEW YORK, NY 10017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/10/2014 | | C | | 178,732 | A | Ⓛ 262,765 |
| Common Stock | 02/10/2014 | | C | | 705,357 | A | Ⓛ 968,122 |
| Common Stock | 02/10/2014 | | C | | 269,561 | A | Ⓛ 1,237,683 |
| Common Stock | 02/10/2014 | | C | | 428,502 | A | Ⓛ 1,666,185 |
| Common Stock | 02/10/2014 | | X | | 15,852 | A | Ⓟ 1,682,037 |

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

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(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 | (1) | 02/10/2014 | | C | V | (A) 2,126,923 | (D) | (1) | (1) | Common Stock | 178,732 |
| Series A Preferred Stock | (1) | 02/10/2014 | | C | V | (A) 8,393,754 | (D) | (1) | (1) | Common Stock | 705,357 |
| Series B Preferred Stock | (1) | 02/10/2014 | | C | V | (A) 3,207,794 | (D) | (1) | (1) | Common Stock | 269,561 |
| Series C Preferred Stock | (1) | 02/10/2014 | | C | V | (A) 5,099,196 | (D) | (1) | (1) | Common Stock | 428,502 |
| Warrants to purchase Series A Preferred Stock | (5) | 02/10/2014 | | X | V | (A) 587,931 | (D) | (5) | (5) | Common Stock | 15,852 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| Lux Capital Management, LLC 295 MADISON AVENUE, 24TH FLOOR NEW YORK, NY 10017 | | | | Former 10% Owner |
| Lux Venture Associates II, LLC 295 MADISON AVENUE, 24TH FLOOR NEW YORK, NY 10017 | | | | Former 10% Owner |

Lux Venture Partners II, L.P.
295 MADISON AVENUE, 24TH FLOOR
NEW YORK, NY 10017
Former 10% Owner

Lux Ventures II Sidecar II LLC
295 MADISON AVENUE, 24TH FLOOR
NEW YORK, NY 10017
Former 10% Owner

Lux Ventures II Sidecar LP
295 MADISON AVENUE, 24TH FLOOR
NEW YORK, NY 10017
Former 10% Owner

Lux Ventures II, L.P.
295 MADISON AVENUE, 24TH FLOOR
NEW YORK, NY 10017
Former 10% Owner

Signatures

/s/ Robert E. Farrell, Jr., as attorney-in-fact for Lux Capital Management, LLC
02/11/2014

__Signature of Reporting Person
Date

/s/ Robert E. Farrell, Jr., as attorney-in-fact for Lux Venture Associates II, LLC
02/11/2014

__Signature of Reporting Person
Date

/s/ Robert E. Farrell, Jr., as attorney-in-fact for Lux Venture Partners II, LLC
02/11/2014

__Signature of Reporting Person
Date

/s/ Robert E. Farrell, Jr., as attorney-in-fact for Lux Ventures II Sidecar, L.P.
02/11/2014

__Signature of Reporting Person
Date

/s/ Robert E. Farrell, Jr., as attorney-in-fact for Lux Ventures II Sidecar II LLC
02/11/2014

__Signature of Reporting Person
Date

/s/ Robert E. Farrell, Jr., as attorney-in-fact for Lux Ventures II, 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 of common stock 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 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.
- (1) 79,470 shares of common stock, 2,011,431 shares of Seed Preferred Stock, 4,955,185 shares of Series A Preferred Stock, 1,701,701 shares of Series B Preferred Stock, 2,705,068 shares of Series C Preferred Stock and warrants exercisable for 564,269 shares of Series A Preferred Stock were directly owned by Lux Ventures II, L.P. ("LV-II"); 4,563 shares of common stock, 115,492 shares of Seed Preferred Stock, 207,800 shares of Series A Preferred Stock, 71,362 shares of Series B Preferred Stock, 113,440 shares of Series C Preferred Stock and warrants exercisable for 23,662 shares of Series A Preferred Stock were directly owned by Lux Ventures II Sidecar, L.P. ("Sidecar");

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3,230,769 shares of Series A Preferred Stock, 1,431,731 shares of Series B Preferred Stock and 2,280,688 shares of Series C Preferred Stock were directly owned by Lux Ventures II Sidecar II LLC ("Sidecar II" and, together with Sidecar and LV-II, the "Lux Funds").

After the conversions listed herein, LV-II owns 1,050,429 shares of common stock, Sidecar owns 47,895 shares of common stock and Sidecar II owns 583,712 shares of common stock. Lux Venture Partners II, L.P. ("LVP-II") is the general partner of LV-II and Sidecar and the manager of Sidecar II. Lux Venture Associates II, LLC ("LVA-II") is the general partner of LVP-II and Lux Capital

- (3) Management, LLC ("LCM LLC") is the sole member of LVA-II. Robert Paull, Joshua Wolfe and Peter Hebert are the individual managers of LCM LLC (the "Individual Managers"). LVP-II, LVA-II and LCM LLC disclaim beneficial ownership of the shares reported herein, and this report shall not be deemed an admission of beneficial ownership for the purposes of Section 16 or for any other purpose, except to the extent of their proportionate pecuniary interests therein.

LCM LLC, as sole member of LVA-II, may be deemed to share voting and investment powers for the shares held by LV-II and Sidecar.

- (4) As one of three individual managers, each of the Individual Managers disclaims beneficial ownership over the shares reported herein, and in all events disclaims beneficial ownership, 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.

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

- (5) Issuer's preferred stock upon the consummation of the initial public offering of the Issuer, the warrants to purchase Series A Preferred Stock owned by LV-II and Sidecar became exercisable for 15,215 shares of common stock and 637 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.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.