

Carroll Pamela
Form 3
October 16, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Carroll Pamela
(Last) (First) (Middle)

C/O GENOCEA
BIOSCIENCES, INC.,Â 100
ACORN PARK DRIVE, 5TH
FLOOR

(Street)

CAMBRIDGE,Â MAÂ 02140

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)

10/11/2018

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
SVP IMMUNO-ONCOLOGY

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	07/18/2026	Common Stock	60,000	\$ 4.31	D	Â
Stock Option (Right to Buy)	Â (2)	02/28/2027	Common Stock	20,000	\$ 4.67	D	Â
Stock Option (Right to Buy)	Â (3)	02/08/2028	Common Stock	70,000	\$ 0.98	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carroll Pamela C/O GENOCEA BIOSCIENCES, INC. 100 ACORN PARK DRIVE, 5TH FLOOR CAMBRIDGE, MA 02140	Â	Â	Â SVP IMMUNO-ONCOLOGY	Â

Signatures

/s/ Pamela
Carroll

10/16/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) The Stock Option will vest as to 1/4th of the Shares subject to the option on the first anniversary of the vesting start date (7/18/2016) and thereafter as to 1/48th of such Shares (rounded down to the nearest whole share except for the fourth anniversary of the vesting start date, with respect to which all remaining shares will vest) on each of the next 36 consecutive monthly anniversaries following the first anniversary of the vesting start date.

(2) The Stock Option will vest as to 1/4th of the Shares subject to the option on the first anniversary of the vesting start date (02/28/17) and thereafter as to 1/48th of such Shares (rounded down to the nearest whole share except for the fourth anniversary of the vesting start date, with respect to which all remaining shares will vest) on each of the next 36 consecutive monthly anniversaries following the first anniversary of the vesting start date.

(3) The Stock Option will vest as to 1/4th of the Shares subject to the option on the first anniversary of the vesting start date (02/08/2018) and thereafter as to 1/48th of such Shares (rounded down to the nearest whole share except for the fourth anniversary of the vesting start date, with respect to which all remaining shares will vest) on each of the next 36 consecutive monthly anniversaries following the first anniversary of the vesting start date.

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Remarks:

Exhibit List - Exhibit 24 Power of Attorney

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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