

Hoffman Eric S
 Form 4
 June 25, 2018

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 *
 Hoffman Eric S

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Business Officer

(Last) (First) (Middle)
 C/O GENOCEA BIOSCIENCES, INC., 100 ACORN PARK DRIVE, 5TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 06/21/2018

(Street)
 CAMBRIDGE, MA 02140

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.98	06/21/2018		A	162,500	(1) 02/07/2028		Common Stock	162,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hoffman Eric S
C/O GENOCEA BIOSCIENCES, INC.
100 ACORN PARK DRIVE, 5TH FLOOR
CAMBRIDGE, MA 02140

Chief Business Officer

Signatures

/s/ William Clark,
Attorney-in-fact

06/25/2018

 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).

The Company's Board of Directors approved these options on February 8, 2018, subject to stockholder approval of an amendment to the Company's 2014 Equity Incentive Plan (the "Plan"); such stockholder approval for the amendment of the Plan was obtained on June 21, 2018. The options commence vesting on February 8, 2018 (the "Vesting Commencement Date") and will vest as to 1/4th of the shares

- (1) subject to the option on the first anniversary of the Vesting Commencement Date and thereafter as to 1/36th of the shares on each subsequent monthly anniversary of the Vesting Commencement Date (rounded down to the nearest whole share, except for the final vesting period, with respect to which all remaining shares will vest), subject to each individual's continued employment with the Company on each such vesting date.

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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