

Alfieri Michael
Form 3
June 28, 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 Alfieri Michael
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/21/2018

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

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

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

(Street)

CAMBRIDGE,Â MAÂ 02140

(City) (State) (Zip)

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)

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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 Security

5. Ownership Form of Derivative Security: Direct (D)

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

Date Exercisable Date Expiration Date

Title Amount or Number of

Stock Option (Right to Buy)	Â (1)	05/07/2028	Common Stock	Shares		or Indirect (I) (Instr. 5)	
				100,000	\$ 0.98	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alfieri Michael C/O GENOCEA BIOSCIENCES, INC. 100 ACORN PARK DRIVE, 5TH FLOOR CAMBRIDGE, MA 02140	Â	Â	Â Principle Financial Officer	Â

Signatures

/s/ William Clark,
Attorney-in-fact
Date: 06/28/2018

**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) Twenty-five percent (25%) of the shares subject to the Options shall vest twelve (12) months after grant date (5/7/2018). Remaining shares shall vest in thirty-six (36) equal monthly installments beginning on the first monthly anniversary of the grant 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. 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.