

GENOCEA BIOSCIENCES, INC.
Form SC 13D/A
March 17, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

GENOCEA BIOSCIENCES, INC.

(Name of Issuer)

Common Stock, Par Value \$0.001

(Title of Class of Securities)

372427 10 4

(CUSIP Number)

Victoria A. Whyte

GlaxoSmithKline plc

980 Great West Road

Brentford, Middlesex TW8 9GS

England

Telephone: +44 (0)208 047 5000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 12, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1 NAMES OF REPORTING PERSONS

GlaxoSmithKline plc

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d)
or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

7 SOLE VOTING POWER

8 NUMBER OF SHARES 1,971,668 SHARED VOTING POWER

9 BENEFICIALLY OWNED BY -0-

EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

1,971,668
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,971,668 ⁽¹⁾

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0

13 8.5% ⁽²⁾ TYPE OF REPORTING PERSON

14 CO

Footnotes:

⁽¹⁾ Shares of common stock are held of record by S.R. One, Limited ("S.R. One"), an indirect, wholly-owned subsidiary of the Reporting Person.

⁽²⁾ The calculation is based on a total of 23,313,250 shares of common stock outstanding as of March 12, 2015.

ITEM 1. SECURITY AND ISSUER

This Amendment No. 1 (the "Amendment") amends and supplements the Schedule 13D originally filed on February 14, 2014 (the "Original Schedule 13D") with respect to the shares of common stock, par value \$0.001 per share ("Shares"), of Genoclea Biosciences, Inc., a Delaware corporation (the "Issuer"). The Issuer's principal executive offices are located at 100 Acorn Park Drive, Cambridge, Massachusetts 02140. This Amendment No. 1 is being filed to disclose changes to beneficial ownership as a result of the allocation of Shares to the Reporting Persons. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Original Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND

This Amendment amends and restates Item 2 of the Original Schedule 13D by deleting Schedule 1 in its entirety, and replacing it with Schedule 1 attached hereto.

ITEM 4. PURPOSE OF TRANSACTION

The response set forth in Item 4 (A) of the Original Schedule 13D is hereby amended by deleting the previous response in its entirety and replacing it with the following:

Effective December 12, 2014, Dr. Simeon J. George voluntarily retired from the Board of Directors of the Issuer (the "Board"). Dr. George has served on the Board since 2009 and has also served as a member of the Audit Committee and Compensation Committee. Dr. George's retirement was in accordance with the investment policies of S.R. One.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The response set forth in Items 5 (A) and (B) of the Original Schedule 13D is hereby amended by deleting the previous response in its entirety and replacing it with the following:

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On March 12, 2015, S.R. One was allocated 300,000 Shares at a price of \$8.25 per Share. As a result,
a. GlaxoSmithKline plc beneficially owns 1,971,668 Shares which represents 8.5% of the 23,313,250 Shares outstanding as of March 12, 2015.

- b. GlaxoSmithKline plc has the sole power to vote or direct the vote, and the sole power to dispose or to direct the disposition of, all 1,971,668 Shares described in Item 5a above.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 16, 2015

GLAXOSMITHKLINE PLC

By: /s/ Victoria A. Whyte

Name: Victoria A. Whyte

Title: Company Secretary

Schedule I

| Name | Business Address | Principal Occupation or Employment | Citizenship |
|----------------------------|---|--|---------------------------|
| Board of Directors | | | |
| Sir Andrew Witty | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Executive Officer | British |
| Simon Dingemans | 980 Great West Road Brentford Middlesex, England TW8 9GS 709 Swedeland Road | Executive Director and Chief Financial Officer | British |
| Dr. Moncef Slaoui | King of Prussia Pennsylvania | Executive Director and Chairman Global Vaccines | Moroccan, Belgian & US |
| Sir Christopher Gent | 19406 980 Great West Road Brentford Middlesex, England TW8 9GS | Chairman and Company Director | British |
| Sir Philip Hampton | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | British |
| Professor Sir Roy Anderson | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | British |
| Dr. Stephanie Burns | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Stacey Cartwright | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | British |
| Judy Lewent | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director | US |
| Sir Deryck Maughan | | Company Director | British |

980 Great West Road
Brentford
Middlesex, England
TW8 9GS

| | | |
|---------------------|---|------------------------|
| Dr. Daniel Podolsky | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director US |
| Tom de Swaan | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director Dutch |
| Lynn Elsenhans | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director US |
| Jing Ulrich | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director US |
| Hans Wijers | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director Dutch |
| Urs Rohner | 980 Great West Road Brentford Middlesex, England TW8 9GS | Company Director Swiss |

Corporate Executive Team

| | | | |
|-------------------|---|--|---------------------------|
| Sir Andrew Witty | 980 Great West Road Brentford Middlesex, England TW8 9GS | Executive Director and Chief Executive Officer | British |
| Simon Dingemans | 980 Great West Road Brentford Middlesex, England TW8 9GS 709 Swedeland Road | Executive Director and Chief Financial Officer | British |
| Dr. Moncef Slaoui | King of Prussia Pennsylvania 19406 | Executive Director Chairman Global Vaccines | Moroccan, Belgian & US |

| | | | |
|----------------------|------------------------|--|---------|
| | 980 Great West Road | | |
| Nick Hirons | Brentford | Senior Vice President, Global Ethics and Compliance | British |
| | Middlesex | | |
| | TW8 9GS | | |
| | | President, Global Pharmaceuticals | |
| Abbas Hussain | 150 Beach Road | | British |
| | 22-00 Gateway West | | |
| | 189720 | | |
| | Singapore | | |
| | Five Moore Drive | | |
| William Louv | PO Box 13398 | Senior Vice President, Core Business Services | US |
| | Research Triangle Park | | |
| | North Carolina 27709 | | |
| | 980 Great West Road | | |
| David Redfern | Brentford | Chief Strategy Officer | British |
| | Middlesex, England | | |
| | TW8 9GS | | |
| | 980 Great West Road | | |
| Claire Thomas | Brentford | Senior Vice President, Human Resources | British |
| | Middlesex, England | | |
| | TW8 9GS | | |
| | 980 Great West Road | | |
| Philip Thomson | Brentford | Senior Vice President, Communications and Government Affairs | British |
| | Middlesex, England | | |
| | TW8 9GS | | |
| | 5 Crescent Drive | | |
| Daniel Troy | Philadelphia, PA | Senior Vice President & General Counsel | US |
| | 19112 | | |
| | 980 Great West Road | | |
| Dr. Patrick Vallance | Brentford | President, Pharmaceuticals R&D | British |
| | Middlesex, England | | |
| | TW8 9GS | | |
| | 980 Great West Road | | |
| Emma Walmsley | Brentford | President, Consumer Healthcare | British |
| | Middlesex, England | | |
| | TW8 9GS | | |
| | 980 Great West Road | President, Global Manufacturing & Supply | |
| Roger Connor | Brentford | | Irish |
| | Middlesex, England | | |
| | TW8 9GS | | |

