

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 \*  
JOHNSON & JOHNSON

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)

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

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

ONE JOHNSON & JOHNSON  
PLAZA

(Street)

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

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

NEW BRUNSWICK, NJ 08933

(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 Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Common Stock	02/10/2014		C		1,388,645 (2)	A (2)	1,388,645	I	Johnson & Johnson Development Corporation (1)

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

**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.**

SEC 1474 (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 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)	8. Amount or Number of Shares
Series B Preferred Stock	(2)	02/10/2014		C	827,917	(2) (2)	Common Stock	827,917 (2)
Series C Preferred Stock	(2)	02/10/2014		C	351,866	(2) (2)	Common Stock	351,866

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933		X		
JOHNSON & JOHNSON DEVELOPMENT CORP ET AL ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933		X		

## Signatures

Douglas Chia, Secretary of Johnson & Johnson	02/10/2014
_____ **Signature of Reporting Person	Date
Steven M. Rosenberg, Secretary of Johnson & Johnson Development Corporation	02/10/2014
_____ **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).
- (1) The securities reported as being indirectly beneficially owned by the designated Reporting Person are directly beneficially owned by Johnson & Johnson Development Corporation, a wholly-owned subsidiary of the designated Reporting Person.

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- (2) Upon closing of the Issuer's initial public offering (the "IPO") the Series B Preferred Stock, including all accrued and unpaid dividends, converted automatically into Common Stock on a 1-for-11.9 basis 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. 208,862 shares were issued to Johnson & Johnson Development Corporation in payment of accrued and unpaid dividends. Upon closing of the IPO the Series C Preferred Stock converted automatically into Common Stock on a 1-for-1 basis without payment of further consideration. There was no expiration date for any series of preferred stock.

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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