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MAKOWER JOSHUA

Form 3

January 23, 2018

FORM 3

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

OMB

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vasinington, D.C. 20349

Number: January 31, 2005

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, response...
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 Ad Person <u>*</u> MAKOW	•		2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol GENOCEA BIOSCIENCES, INC. [GNCA]					
(Last)	(First)	(Middle)	01/19/2018	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Origin Filed(Month/Day/Year)		
1954 GREEN SUITE 600	NSPRING	DRIVE,		(Check all applicable)					
ΓΙΜΟΝΙUM	(Street)	21093		DirectorX 10% Owner Officer Other (give title below) (specify below)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One		
(City)	(State)	(Zip)	Table I - N	Non-Derivat	ive Securiti	es Be	Reporting Person neficially Owned		
1.Title of Security (Instr. 4)			2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Sto	ock		25,000,000	0	I	See 1	Note 1 (1)		
Reminder: Repo			ch class of securities benefic	ially Si	EC 1473 (7-02)			
	Perso inforn requir	ns who responsted to respo	pond to the collection of ained in this form are not nd unless the form displ MB control number.						

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

1. Title of Derivative	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
Security	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
(Instr. 4)	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
		TP: -1	Derivative	Security:	
		Title	Security	Direct (D)	

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Date Amount or or Indirect Expiration Exercisable Date Number of (I) Shares (Instr. 5) Warrant to Purchase Common Common Stock (right 01/19/2018 01/18/2023 12,500,000 \$ 1.2 Ι See Note1 (1) Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MAKOWER JOSHUA 1954 GREENSPRING DRIVE, SUITE 600 Š X TIMONIUM, MDÂ 21093

Signatures

to buy)

/s/ Sasha Keough, attorney-in-fact 01/23/2018

**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).
 - The Reporting Person is a manager of NEA 16 GP, LLC, ("NEA 16 GP") which is the sole general partner of NEA Partners 16, L.P. ("NEA Partners 16"). NEA Partners 16 is the sole general partner of New Enterprise Associates 16, L.P. ("NEA 16"), which is the direct
- (1) beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares held by NEA 16 in which the Reporting Person has no pecuniary interest.

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.

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