Makhzoumi Mohamad Form 4 February 19, 2019

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Makhzoumi Mohamad			2. Issuer Name and Ticker or Trading Symbol GENOCEA BIOSCIENCES, INC. [GNCA]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 2855 SAND H	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2019	DirectorX 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
MENLO PARK, CA 94025				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Se	ecurities	Acquire	d, Disposed of, o	r 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)	TransactionDisposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of 6. Securities Owners! Beneficially Form: Owned Direct (1) Following or Indire		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	02/14/2019		P(1)	9,948,269	А	\$ 0.4713	34,948,269	I	See Note 2 (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: Makhzoumi Mohamad - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and		7. Title and Amount	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Dat	Underlying Securitie		
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Warrant									
to	¢ 0.5656	02/14/2010		<b>D</b> (1)	2 497 067	02/14/2010	02/14/2024	Common	2.40
Purchase Common	\$ 0.5656	02/14/2019		P <u>(1)</u>	2,487,067	02/14/2019	02/14/2024	Stock	2,48

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
Makhzoumi Mohamad 2855 SAND HILL ROAD MENLO PARK, CA 94025		X					

# **Signatures**

Stock

/s/ Sasha Keough, attorney-in-fact 02/19/2019

\*\*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) Acquired from the issuer pursuant to a Subscription Agreement dated February 11, 2019, with a closing date of February 14, 2019.
  - 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
- (2) 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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