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BARRIS PETER J

Form 3

January 23, 2018

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement GENOCEA BIOSCIENCES, INC. [GNCA] **BARRIS PETER J** (Month/Day/Year) 01/19/2018 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1954 GREENSPRING (Check all applicable) DRIVE, Â SUITE 600 (Street) 6. Individual or Joint/Group _X__ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person TIMONIUM, MDÂ 21093 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Stock 25,000,000 I See Note 1 (1) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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

currently valid OMB control number.

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships					
r	Director	10% Owner	Officer	Other		
BARRIS PETER J 1954 GREENSPRING DRIVE	?	^ **	^	^		
SUITE 600 TIMONIUM. MD 21093	Â	ÂΧ	A	Α		
THVIONTOWLA MIDA 21093						

Signatures

/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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