

GLAXOSMITHKLINE PLC

Form 3

February 25, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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,
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 *

GLAXOSMITHKLINE PLC

(Last)

(First)

(Middle)

980 GREAT WEST ROAD

(Street)

BRENTFORD

MIDDLESEX, X0 TW8 9GS

(City)

(State)

(Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/14/2019

3. Issuer Name and Ticker or Trading Symbol

GENOCEA BIOSCIENCES, INC. [GNCA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Shares

12,069,937

I

See Footnote ⁽²⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Warrant	02/14/2019	02/14/2024 ⁽¹⁾	Common Stock	2,487,067	\$ 0.5656	I	See Footnote ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD MIDDLESEX, X0 TW8 9GS	Â	Â X	Â	Â

Signatures

/s/ Victoria A. Whyte, SVP & Company Secretary,
GlaxoSmithKline plc

02/25/2019

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).

- Acquired from Genoclea Biosciences, Inc (the "Issuer") pursuant to a Subscription Agreement dated February 11, 2019, with a closing date of February 14, 2019 (the "Subscription Agreement"). Upon the satisfaction of certain conditions, the Issuer may call for a second closing under the Subscription Agreement (the "Second Closing"). The expiration date of the warrant will be accelerated if S.R. One Limited does not purchase a number of common shares of the Issuer specified in the Subscription Agreement in the Second Closing.
- (1) The shares reported herein are held of record by S.R. One Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (the "Reporting Person").
- (2) The shares reported herein are held of record by S.R. One Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (the "Reporting Person").

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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