

GENOCEA BIOSCIENCES, INC.
Form SC 13D/A
March 17, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

GENOCEA BIOSCIENCES, INC.

(Name of Issuer)

Common Stock, Par Value \$0.001

(Title of Class of Securities)

372427 10 4

(CUSIP Number)

Victoria A. Whyte

GlaxoSmithKline plc

980 Great West Road

Brentford, Middlesex TW8 9GS

England

Telephone: +44 (0)208 047 5000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 12, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1 NAMES OF REPORTING PERSONS

GlaxoSmithKline plc

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d)
or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

7 SOLE VOTING POWER

8 NUMBER OF SHARES 1,971,668 SHARED VOTING POWER

9 BENEFICIALLY OWNED BY -0-

EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

1,971,668
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,971,668 ⁽¹⁾

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

o

13

8.5% ⁽²⁾

14 TYPE OF REPORTING PERSON

CO

Footnotes:

⁽¹⁾ Shares of common stock are held of record by S.R. One, Limited ("S.R. One"), an indirect, wholly-owned subsidiary of the Reporting Person.

⁽²⁾ The calculation is based on a total of 23,313,250 shares of common stock outstanding as of March 12, 2015.

ITEM 1. SECURITY AND ISSUER

This Amendment No. 1 (the "Amendment") amends and supplements the Schedule 13D originally filed on February 14, 2014 (the "Original Schedule 13D") with respect to the shares of common stock, par value \$0.001 per share ("Shares"), of Genoclea Biosciences, Inc., a Delaware corporation (the "Issuer"). The Issuer's principal executive offices are located at 100 Acorn Park Drive, Cambridge, Massachusetts 02140. This Amendment No. 1 is being filed to disclose changes to beneficial ownership as a result of the allocation of Shares to the Reporting Persons. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Original Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND

This Amendment amends and restates Item 2 of the Original Schedule 13D by deleting Schedule 1 in its entirety, and replacing it with Schedule 1 attached hereto.

ITEM 4. PURPOSE OF TRANSACTION

The response set forth in Item 4 (A) of the Original Schedule 13D is hereby amended by deleting the previous response in its entirety and replacing it with the following:

Effective December 12, 2014, Dr. Simeon J. George voluntarily retired from the Board of Directors of the Issuer (the "Board"). Dr. George has served on the Board since 2009 and has also served as a member of the Audit Committee and Compensation Committee. Dr. George's retirement was in accordance with the investment policies of S.R. One.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The response set forth in Items 5 (A) and (B) of the Original Schedule 13D is hereby amended by deleting the previous response in its entirety and replacing it with the following:

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On March 12, 2015, S.R. One was allocated 300,000 Shares at a price of \$8.25 per Share. As a result,
a. GlaxoSmithKline plc beneficially owns 1,971,668 Shares which represents 8.5% of the 23,313,250 Shares outstanding as of March 12, 2015.

- b. GlaxoSmithKline plc has the sole power to vote or direct the vote, and the sole power to dispose or to direct the disposition of, all 1,971,668 Shares described in Item 5a above.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 16, 2015

GLAXOSMITHKLINE PLC

By: /s/ Victoria A. Whyte

Name: Victoria A. Whyte

Title: Company Secretary

Schedule I

Name	Business Address	Principal Occupation or Employment	Citizenship
Board of Directors			
Sir Andrew Witty	980 Great West Road Brentford Middlesex, England TW8 9GS	Executive Director and Chief Executive Officer	British
Simon Dingemans	980 Great West Road Brentford Middlesex, England TW8 9GS 709 Swedeland Road	Executive Director and Chief Financial Officer	British
Dr. Moncef Slaoui	King of Prussia Pennsylvania	Executive Director and Chairman Global Vaccines	Moroccan, Belgian & US
Sir Christopher Gent	19406 980 Great West Road Brentford Middlesex, England TW8 9GS	Chairman and Company Director	British
Sir Philip Hampton	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	British
Professor Sir Roy Anderson	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	British
Dr. Stephanie Burns	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	US
Stacey Cartwright	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	British
Judy Lewent	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	US
Sir Deryck Maughan		Company Director	British

980 Great West Road
Brentford
Middlesex, England
TW8 9GS

Dr. Daniel Podolsky	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director US
Tom de Swaan	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director Dutch
Lynn Elsenhans	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director US
Jing Ulrich	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director US
Hans Wijers	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director Dutch
Urs Rohner	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director Swiss

Corporate Executive Team

Sir Andrew Witty	980 Great West Road Brentford Middlesex, England TW8 9GS	Executive Director and Chief Executive Officer	British
Simon Dingemans	980 Great West Road Brentford Middlesex, England TW8 9GS 709 Swedeland Road	Executive Director and Chief Financial Officer	British
Dr. Moncef Slaoui	King of Prussia Pennsylvania 19406	Executive Director Chairman Global Vaccines	Moroccan, Belgian & US

	980 Great West Road		
Nick Hirons	Brentford	Senior Vice President, Global Ethics and Compliance	British
	Middlesex		
	TW8 9GS		
		President, Global Pharmaceuticals	
Abbas Hussain	150 Beach Road		British
	22-00 Gateway West		
	189720		
	Singapore		
	Five Moore Drive		
William Louv	PO Box 13398	Senior Vice President, Core Business Services	US
	Research Triangle Park		
	North Carolina 27709		
	980 Great West Road		
David Redfern	Brentford	Chief Strategy Officer	British
	Middlesex, England		
	TW8 9GS		
	980 Great West Road		
Claire Thomas	Brentford	Senior Vice President, Human Resources	British
	Middlesex, England		
	TW8 9GS		
	980 Great West Road		
Philip Thomson	Brentford	Senior Vice President, Communications and Government Affairs	British
	Middlesex, England		
	TW8 9GS		
	5 Crescent Drive		
Daniel Troy	Philadelphia, PA	Senior Vice President & General Counsel	US
	19112		
	980 Great West Road		
Dr. Patrick Vallance	Brentford	President, Pharmaceuticals R&D	British
	Middlesex, England		
	TW8 9GS		
	980 Great West Road		
Emma Walmsley	Brentford	President, Consumer Healthcare	British
	Middlesex, England		
	TW8 9GS		
	980 Great West Road	President, Global Manufacturing & Supply	
Roger Connor	Brentford		Irish
	Middlesex, England		
	TW8 9GS		

