

GENOCEA BIOSCIENCES, INC.
Form SC 13G/A
February 14, 2019
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)¹

Genoce Biosciences, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

372427104
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ 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*).

CUSIP NO. 372427104

| | | |
|---|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Biotechnology Value Fund, L.P. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) |
| | | (b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER |
| | | 0 shares |
| | 6 | SHARED VOTING POWER |
| | | 3,669,700 (1) |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 0 shares |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 3,669,700 (1) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| 10 | 3,669,700 (1) | |

CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 4.2% (1)
TYPE OF REPORTING
PERSON

PN

⁽¹⁾ Includes 1,181,187 shares of Common Stock underlying certain Warrants (as defined below) that are exercisable within 60 days hereof.

CUSIP NO. 372427104

| | | |
|----|---|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Biotechnology Value Fund II, L.P. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) |
| | | (b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER |
| | | 0 shares |
| 6 | | SHARED VOTING POWER |
| | | 2,549,383 (1) |
| 7 | | SOLE DISPOSITIVE POWER |
| | | 0 shares |
| 8 | | SHARED DISPOSITIVE POWER |
| | | 2,549,383 (1) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 2,549,383 (1) | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW | |

(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 2.9% (1)
TYPE OF REPORTING
PERSON

PN

(1) Includes 789,121 shares of Common Stock underlying certain Warrants (as defined below) that are exercisable within 60 days hereof.

CUSIP NO. 372427104

| | | |
|---|---|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Biotechnology Value Trading Fund OS LP | |
| | CHECK THE APPROPRIATE | |
| 2 | BOX IF A | (a) |
| | MEMBER OF A GROUP | (b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Cayman Islands | |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER |
| | | 0 shares |
| 6 | | SHARED VOTING POWER |
| | | 627,489 (1) |
| 7 | | SOLE DISPOSITIVE POWER |
| | | 0 shares |
| 8 | | SHARED DISPOSITIVE POWER |
| | | 627,489 (1) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 627,489 (1) | |

| | |
|----|---|
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
| 12 | Less than 1% (1) TYPE OF REPORTING PERSON |
| | PN |

⁽¹⁾ Includes 202,544 shares of Common Stock underlying certain Warrants (as defined below) that are exercisable within 60 days hereof.

CUSIP NO. 372427104

| | | |
|---|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | BVF Partners OS Ltd. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) |
| | | (b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Cayman Islands | |
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 0 shares |
| | 6 | SHARED VOTING POWER |
| | | 627,489 (1) |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 0 shares |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 627,489 (1) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| 10 | 627,489 (1) | |

CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 Less than 1% (1)
TYPE OF REPORTING
PERSON

CO

(1) Includes 202,544 shares of Common Stock underlying certain Warrants (as defined below) that are exercisable within 60 days hereof.

CUSIP NO. 372427104

| | |
|----|---|
| 1 | NAME OF REPORTING PERSON |
| | BVF Partners L.P. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| | SOLE VOTING POWER |
| | 0 shares |
| 6 | SHARED VOTING POWER |
| | 7,614,455 (1) |
| 7 | SOLE DISPOSITIVE POWER |
| | 0 shares |
| 8 | SHARED DISPOSITIVE POWER |
| | 7,614,455 (1) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 7,614,455 (1) |
| 10 | CHECK BOX IF THE AGGREGATE |

AMOUNT IN ROW
(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 8.5% (1)
TYPE OF REPORTING
PERSON

PN, IA

⁽¹⁾ Includes 2,500,000 shares of Common Stock underlying certain Warrants (as defined below) that are exercisable within 60 days hereof.

CUSIP NO. 372427104

| | | |
|---|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | BVF Inc. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) |
| | | (b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER |
| | | 0 shares |
| | 6 | SHARED VOTING POWER |
| | | 7,614,455 (1) |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 0 shares |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 7,614,455 (1) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| 10 | 7,614,455 (1) CHECK BOX IF THE AGGREGATE | |

AMOUNT IN ROW
(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 8.5%(1)
TYPE OF REPORTING
PERSON

CO

⁽¹⁾ Includes 2,500,000 shares of Common Stock underlying certain Warrants (as defined below) that are exercisable within 60 days hereof.

CUSIP NO. 372427104

| | |
|----|---|
| 1 | NAME OF REPORTING PERSON |
| | Mark N. Lampert |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| | SOLE VOTING POWER |
| | 0 shares |
| 6 | SHARED VOTING POWER |
| | 7,614,455 |
| | (1) |
| 7 | SOLE DISPOSITIVE POWER |
| | 0 shares |
| 8 | SHARED DISPOSITIVE POWER |
| | 7,614,455 |
| | (1) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 7,614,455 (1) |
| 10 | CHECK BOX IF THE AGGREGATE |

AMOUNT IN ROW
(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 8.5%(1)
TYPE OF REPORTING
PERSON

IN

⁽¹⁾ Includes 2,500,000 shares of Common Stock underlying certain Warrants (as defined below) that are exercisable within 60 days hereof.

CUSIP NO. 372427104

Item 1(a).

Name of Issuer:

Genoce Biosciences, Inc., a Delaware corporation (the “Issuer”).

Item 1(b).

Address of Issuer's Principal Executive Offices:

Cambridge Discovery Park

100 Acorn Park Drive, 5th Floor

Cambridge, MA

Item 2(a).

Name of Person Filing

Item 2(b).

Address of Principal Business Office or, if None, Residence

Item 2(c).

Citizenship

Biotechnology Value Fund, L.P. (“BVF”)

44 Montgomery St., 40th Floor

San Francisco, California 94104

Citizenship: Delaware

Biotechnology Value Fund II, L.P. (“BVF2”)

44 Montgomery St., 40th Floor

San Francisco, California 94104

Citizenship: Delaware

Biotechnology Value Trading Fund OS LP (“Trading Fund OS”)

PO Box 309 Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Citizenship: Cayman Islands

BVF Partners OS Ltd. (“Partners OS”)

PO Box 309 Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Citizenship: Cayman Islands

BVF Partners L.P. (“Partners”)

44 Montgomery St., 40th Floor

San Francisco, California 94104

Citizenship: Delaware

BVF Inc.

44 Montgomery St., 40th Floor

San Francisco, California 94104

Citizenship: Delaware

Mark N. Lampert (“Mr. Lampert”)

44 Montgomery St., 40th Floor

San Francisco, California 94104

Citizenship: United States

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”

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Item 2(d).

Title of Class of Securities:

Common Stock, par value \$0.001 per share ("Common Stock")

Item 2(e).

CUSIP Number:

372427104

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

/x/Not applicable.

(a) // Broker or dealer registered under Section 15 of the Exchange Act.

(b) // Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) // Investment company registered under Section 8 of the Investment Company Act.

(e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

(f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).

(g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

(h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

(j) // Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

(k) // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4.

Ownership

(a)

Amount beneficially owned:

As of the close of business on December 31, 2018, the Reporting Persons hold 5,000,000 warrants, exercisable for an aggregate of 2,500,000 shares of Common Stock (the "Warrants"). Two Warrants entitle the holder thereof to acquire, for an exercise price of \$1.20, one share of Common Stock. The Warrants are only exercisable to the extent that the holder, together with its affiliates and any other person or entity acting as a group, would not beneficially own more than 9.99% of the outstanding shares of Common Stock after giving effect to such exercise, as such percentage ownership is determined in accordance with the terms of the Warrants (the "Beneficial Ownership Limitation"). As of December 31, 2018, the Beneficial Ownership Limitation does not limit the exercise of the Warrants by the Reporting Persons.

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As of the close of business on December 31, 2018 (i) BVF beneficially owned 3,669,700 shares of Common Stock (which includes 1,181,187 shares of Common Stock underlying certain Warrants), (ii) BVF2 beneficially owned 2,549,383 shares of Common Stock (which includes 789,121 shares of Common Stock underlying certain Warrants), and (iii) Trading Fund OS beneficially owned 627,489 shares of Common Stock (which includes 202,544 shares of Common Stock underlying certain Warrants).

Partners OS, as the general partner of Trading Fund OS, may be deemed to beneficially own the 627,489 shares of Common Stock beneficially owned by Trading Fund OS.

Partners, as the general partner of BVF, BVF2, the investment manager of Trading Fund OS, and the sole member of Partners OS, may be deemed to beneficially own the 7,614,455 shares of Common Stock beneficially owned in the aggregate by BVF, BVF2, Trading Fund OS, and certain Partners managed accounts (the "Partners Managed Accounts"), including 767,883 shares of Common Stock held in the Partners Managed Accounts (which includes 327,148 shares of Common Stock underlying certain Warrants).

BVF Inc., as the general partner of Partners, may be deemed to beneficially own the 7,614,455 shares of Common Stock beneficially owned by Partners.

Mr. Lampert, as a director and officer of BVF Inc., may be deemed to beneficially own the 7,614,455 shares of Common Stock beneficially owned by BVF Inc.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person. Partners OS disclaims beneficial ownership of the shares of Common Stock beneficially owned by Trading Fund OS. Each of Partners, BVF Inc. and Mr. Lampert disclaims beneficial ownership of the shares of Common Stock beneficially owned by BVF, BVF2, Trading Fund OS, and the Partners Managed Accounts, and the filing of this statement shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities.

(b)

Percent of class:

The following percentages are based on a denominator which is the sum of: (i) 86,625,975 shares of Common Stock outstanding as of October 31, 2018, as disclosed in the Issuer's Quarterly Report filed on Form 10-Q with the Securities and Exchange Commission on November 1, 2018 and (ii) certain of the 2,500,000 shares of Common Stock underlying certain Warrants, as applicable.

As of the close of business on December 31, 2018 (i) BVF beneficially owned approximately 4.2% of the outstanding shares of Common Stock, (ii) BVF2 beneficially owned approximately 2.9% of the outstanding shares of Common Stock, (iii) Trading Fund OS beneficially owned less than 1% of the outstanding shares of Common Stock, (iv) Partners OS may be deemed to beneficially own less than 1% of the outstanding shares of Common Stock, and (v) each of Partners, BVF Inc. and Mr. Lampert may be deemed to beneficially own approximately 8.5% of the outstanding shares of Common Stock (less than 1% of which is held in the Partners Managed Accounts).

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

See Cover Pages Items 5-9.

(ii) Shared power to vote or to direct the vote

See Cover Pages Items 5-9.

(iii) Sole power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

(iv) Shared power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Partners, BVF Inc. and Mr. Lampert share voting and dispositive power over the shares of Common Stock beneficially owned by BVF, BVF2, Trading Fund OS, and the Partners Managed Accounts.

Item Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent
7. Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit 99.1 to the Schedule 13G filed by the Reporting Persons with Securities and Exchange Commission on January 29, 2018.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 372427104

SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

BIOTECHNOLOGY VALUE FUND, L.P.

By: BVF Partners L.P., its general partner

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

BVF INC.

By: /s/ Mark N. Lampert

Mark N. Lampert

President

/s/ Mark N. Lampert

MARK N. LAMPERT

BIOTECHNOLOGY VALUE FUND II, L.P.

By: BVF Partners L.P., its general partner

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

BVF PARTNERS L.P.

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

BVF PARTNERS OS LTD.

By: BVF Partners L.P., its sole member

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

Biotechnology Value Trading Fund OS LP

By: BVF Partners L.P., its investment manager

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President