

GENOCEA BIOSCIENCES, INC.  
Form 8-K  
March 12, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 12, 2015**

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**GENOCEA BIOSCIENCES, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other

jurisdiction of incorporation)

**001-36289**

(Commission File Number)

**51-0596811**

(I.R.S. Employer

Identification Number)

**Cambridge Discovery Park**

**100 Acorn Park Drive, 5th Floor**

**Cambridge, MA**  
(Address of principal

**02140**  
(Zip Code)

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executive offices)

Registrant's telephone number, including area code: **(617) 876-8191**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On March 12, 2015, Genoce Biosciences, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Cowen and Company, LLC and Piper Jaffray & Co., as representatives of the several underwriters named in Schedule I to the Underwriting Agreement (the Underwriters), relating to a \$45 million underwritten offering of 5,454,545 shares (the Shares) of the Company's common stock, par value \$0.001 per share (the Offering). The price to the public is \$8.25 per share and the Underwriters have agreed to purchase the Shares pursuant to the Underwriting Agreement at a price of \$7.755 per share. In addition, the Company has granted the Underwriters an option exercisable for 30 days from the date of the Underwriting Agreement to purchase up to an additional 818,181 shares of the Company's common stock.

The Offering is being made pursuant to a shelf registration statement the Company filed with the Securities and Exchange Commission that became effective on March 10, 2015 (Registration No. 333-202406) and a related prospectus supplement. The closing of the Offering is expected to take place on or about March 17, 2015, subject to the satisfaction of customary closing conditions.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K.

Ropes & Gray LLP, counsel to the Company, has issued an opinion to the Company, dated March 12, regarding the Shares to be sold in the Offering. A copy of the opinion is filed as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

See Exhibit Index attached hereto.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GENOCEA BIOSCIENCES, INC.

By: /s/ Jonathan Poole  
Jonathan Poole  
Chief Financial Officer

Date: March 12, 2015

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated March 12, 2015, by and among the Company and Cowen & Company, LLC and Piper Jaffray & Co., as representatives of the several Underwriters named in Schedule I thereto.
5.1	Opinion of Ropes & Gray LLP.
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1).