

New Enterprise Associates 16, L.P.
 Form 4
 February 19, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 New Enterprise Associates 16, L.P.

2. Issuer Name and Ticker or Trading Symbol
 GENOCEA BIOSCIENCES, INC.
 [GNCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1954 GREENSPRING
 DRIVE, SUITE 600
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/14/2019

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

TIMONIUM, MD 21093

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/14/2019 | | P(1) | | 9,948,269 | A | \$ 0.4713 |
| | | | | | 34,948,269 | D (2) | |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Warrant to Purchase Common Stock | \$ 0.5656 | 02/14/2019 | | P ⁽¹⁾ | 2,487,067 | 02/14/2019 | 02/14/2024 | Common Stock | 2,487,067 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| New Enterprise Associates 16, L.P. 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | | X | | |
| NEA Partners 16, L.P. 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | | X | | |
| NEA 16 GP, LLC 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | | X | | |

Signatures

/s/ Sasha Keough, attorney-in-fact
Date: 02/19/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

(1) Acquired from the issuer pursuant to a Subscription Agreement dated February 11, 2019, with a closing date of February 14, 2019.

The shares are directly held by New Enterprise Associates 16, L.P. ("NEA 16"), and indirectly held by NEA Partners 16, L.P. ("NEA Partners"), the sole general partner of NEA 16, NEA 16 GP, LLC ("NEA 16 GP"), the sole general partner of NEA Partners 16, and the individual managers of NEA 16 GP (NEA Partners 16, NEA 16 GP and the individual managers of NEA 16 GP, together, the "Indirect

(2) Reporting Persons"). The individual managers of NEA 16 GP are Peter J. Barris, Forest Baskett, Ali Behbahani, Carmen Chang, Anthony A. Florence, Jr., Mohamad Makhzoumi, Josh Makower, David M. Mott, Scott D. Sandell and Peter W. Sonsini. The Indirect Reporting Persons disclaim 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 of the Issuer held by NEA 16 in which the Indirect Reporting Persons have 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.

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