

GLAXOSMITHKLINE PLC

Form 3

February 25, 2019

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 ____X____ 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)

____X____ Form filed by One Reporting
Person____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. 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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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 of4. Conversion
or Exercise
Price of
Derivative
Security5. 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.