

NEA 16 GP, LLC  
 Form 3  
 January 23, 2018

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

OMB APPROVAL

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**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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â New Enterprise Associates 16, L.P.			(Month/Day/Year)		GENOCEA BIOSCIENCES, INC. [GNCA]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
1954 GREENSPRING DRIVE,Â SUITE 600			(Check all applicable)			
(Street)			___ Director		__X__ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
TIMONIUM,Â MDÂ 21093			___ Officer		___ Other	___ Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below)		(specify below)	__X__ 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 Stock	25,000,000	D <sup>(1)</sup>	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of 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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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### Edgar Filing: NEA 16 GP, LLC - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrant to Purchase Common Stock (right to buy)	01/19/2018	01/18/2023	Common Stock	12,500,000	\$ 1.2	D <sup>(1)</sup>	Â

## 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	Â	Â X	Â	Â
NEA Partners 16, L.P. 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	Â	Â X	Â	Â
NEA 16 GP, LLC 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	Â	Â X	Â	Â

## Signatures

/s/ Sasha Keough,  
attorney-in-fact

01/23/2018

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).

(1) 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 Reporting Persons"). The individual managers of NEA 16 GP are Peter J. Barris, Forest Baskett, Anthony A. Florence, Jr., Mohamad Makhzoumi, Josh Makower, David M. Mott, Chetan Puttagunta, Jon Sakoda, Scott D. Sandell, Peter W. Sonsini and Ravi Viswanathan. 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. 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.