UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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): 10/1/2018

GENOCEA BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-36289**	**51-0596811**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Cambridge Discovery Park 100 Acorn Park Drive, 5th Floor Cambridge, MA	**02140**
(Address of principal executive offices)	(Zip Code)

(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:

☐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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (230.405 of this chapter) or Rule 12b-2of the Securities Exchange Act of 1934 (§ 240 12b-2 of this chapter).

Emerging Growth Company ☒

If an emerging growth company, indicate by a check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 1, 2018, Genocea Biosciences, Inc. (the "***Company***") announced the appointment of Thomas Davis, M.D. as Chief Medical Officer.

Dr. Davis joins Genocea with over 20 years of academic and industry experience in immuno-oncology and cancer drug development. Most recently, he served as Chief Medical Officer of Gadeta B.V., a Dutch cell therapy company pursuing novel cancer targets, where he steered a novel cell therapy technology into first-in human clinical studies. He previously served as Chief Medical Officer of Celldex from 2006 to 2017, where he led all aspects of clinical and regulatory development including strategy, tactics, and execution. While at Celldex, Tom actively built and oversaw Clinical Science, Medical Affairs, Safety, Clinical Operations, Statistics, Regulatory Affairs, and Project Management, managed collaborations with large global pharmaceutical partners, and participated in investor relations activities. He also served as Chief Medical Officer at GenVec and as Senior Director of Clinical Science at Medarex.

Prior to joining the industry, Dr. Davis supervised clinical efforts at the Cancer Therapy Evaluation Program (CTEP) of the National Cancer Institute (NCI), and worked on the development of rituximab and idiotype vaccines at Stanford University. Dr. Davis received his B.A. in Biophysics from Johns Hopkins, his M.S. in Physiology and his M.D. from Georgetown University, and completed a fellowship in medical oncology at Stanford University.

In connection with Dr. Davis's appointment, the Company entered into a letter agreement (the "***Agreement***") with Dr. Davis governing the terms of Dr. Davis's employment for an indefinite term. This Agreement became effective on October 1, 2018, the first day of Dr. Davis's employment with the Company. Under the Agreement, Dr. Davis will receive an initial annual base salary of $425,000 and is eligible for an annual bonus of up to 40% of his base salary. In addition, pursuant to the terms of the Agreement and the Company's 2014 Equity Incentive Plan, on October 1, 2018, the Company granted Dr. Davis an award of stock options to purchase 500,000 shares of the Company's common stock. The options have a term of ten years with an exercise price equal to $0.79 per share, the closing price of the Company's common stock as reported by the Nasdaq Global Market on October 1, 2018. The options are scheduled to vest as to 25% of the shares on the first anniversary of the date that Dr. Davis becomes Chief Medical Officer and, thereafter, in ratable monthly installments for 36 months. Vesting of the award is subject to Dr. Davis's continued service with the Company through the relevant date.

Upon execution and effectiveness of a release of claims, Dr. Davis will be entitled to severance payments if the Company terminates his employment without cause or Dr. Davis terminates his employment for good reason, each as defined in the Agreement.

A press release announcing Dr. Davis's employment is filed as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release issued by Genocea Biosciences, Inc. on October 1, 2018

SIGNATURES

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 hereunto duly authorized.

GENOCEA BIOSCIENCES, INC.

By: /s/ Derek M. Meisner

Derek M. Meisner

Senior Vice President and General Counsel

Date: October 2, 2018

PRESS RELEASES

GENOCEA STRENGTHENS LEADERSHIP TEAM: THOMAS DAVIS, M.D. APPOINTED CHIEF MEDICAL OFFICER; DEREK MEISNER, J.D. JOINS AS GENERAL COUNSEL

October 1, 2018 at 7:30 AM EDT

CAMBRIDGE, Mass., Oct. 01, 2018 (GLOBE NEWSWIRE) -- Genocea Biosciences, Inc. (https://www.globenewswire.com/Tracker?data=Jovkga Jg9vCi1NoJjWLu4hIkyy5V4cRk13YXgfd2k5EXuEWVdvb9Jq Fa3X6XttAi1bCL6MnvA6C5sWsE1tX95GMo7LHap1ZSk_3qPsdIkek=) (NASDAQ: GNCA), a biopharmaceutical company developing personalized cancer immunotherapies, today announced two additions to its leadership team: Thomas Davis, M.D. as Chief Medical Officer and Derek Meisner, J.D. as General Counsel.

"We continue to advance our lead cancer vaccine, GEN-009 and expand the applications for our novel and proprietary ATLAS™ platform to demonstrate what we believe are critical advantages in neoantigen identification," said Chip Clark, President & CEO of Genocea. "We believe our emerging pipeline of novel neoantigen vaccine and cell therapy programs holds significant promise, and we believe this promise is the reason we've been able to attract such talent to Genocea. Tom and Derek bring a depth of industry expertise and quality of insight that will be invaluable."

Dr. Davis joins Genocea with 20+ years of academic and industry experience in immuno-oncology and cancer drug development. Dr. Davis previously served as Chief Medical Officer of Gadeta B.V., a Dutch cell therapy company pursuing novel cancer targets, where he steered a novel cell therapy technology into first-in human clinical studies. He also previously served as Chief Medical Officer of Celldex, a cancer vaccine company, where he led all aspects of clinical and regulatory development.

Mr. Meisner brings broad legal expertise to Genocea as its first in-house General Counsel. He has extensive experience as a corporate attorney, previously serving as the General Counsel to multiple Boston-based financial services firms, including life science investor RA Capital, as well as serving as Partner at the international law firm K&L Gates and as Branch Chief in the Division of Enforcement of the U.S. Securities and Exchange Commission.

About Genocea Biosciences, Inc.

Genocea's mission is to help conquer cancer by designing and delivering targeted cancer vaccines and immunotherapies. While traditional immunotherapy discovery methods have largely used predictive methods to propose T cell targets, or antigens, Genocea has developed ATLAS™, its proprietary technology platform, to identify clinically relevant antigens of T cells based on actual human immune responses. Genocea is currently studying the safety, immunogenicity, and efficacy of its lead neoantigen cancer vaccine, GEN-009, in a Phase 1/2a clinical trial. For more information, please visit www.genocea.com (https://www.globenewswire.com/Tracker?data=_9S395UjkShUnGpyYPNFj9DsHvkoObjIUvvRhYETJB1xJUc37_wETpx0jr144cxbTGQCDFUYShIDV04VIUyIFg==).

Genocea Forward-Looking Statement

This press release includes forward-looking statements, including statements relating to the expected clinical development of GEN-009 and other programs, within the meaning of the Private Securities Litigation Reform Act. Such forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such statements. Genocea cautions that these forward-looking statements are subject to numerous assumptions, risks and uncertainties that change over time. Applicable risks and uncertainties include those identified under the heading "Risk Factors" included in Genocea's Annual Report on Form 10-K for the year ended December 31, 2017 and any subsequent SEC filings. These forward-looking statements speak only as of the date of this press release and Genocea assumes no duty to update forward-looking statements, except as may be required by law.

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(https://www.globenewswire.com/NewsRoom/AttachmentNg/edf03c2a-f472-4541-a619-1baf19c1f64e)

Source: Genocea Biosciences, Inc.