

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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): May 15, 2019**

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**GENOCEA BIOSCIENCES, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-36289**  
(Commission File Number)

**51-0596811**  
(IRS Employer  
Identification No.)

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

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

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 per value per share	GNCA	NASDAQ Capital Market

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-2 of 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.

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**Item 3.03. Material Modification to Rights of Security Holders.**

The information contained in Item 5.03 below is incorporated by reference into this Item 3.03.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 20, 2019, Genocea Biosciences, Inc. (the “Company”) filed a Certificate of Amendment to the Company’s Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware to effect a reverse stock split of the Company’s issued and outstanding common stock, par value \$0.001 (the “Common Stock”) at a ratio of one-for-eight (the “Reverse Stock Split”) and to decrease the number of shares of Common Stock that the Company is authorized to issue from 250,000,000 shares to 85,000,000 shares (the “Authorized Shares Reduction”). Pursuant to the Certificate of Amendment, the Reverse Stock Split and the Authorized Shares Reduction will be effective at 12:01 a.m., Eastern Time, on May 22, 2019. The Company expects that upon the opening of trading on May 22, 2019, the Company’s Common Stock will begin trading on a post-split basis under the CUSIP number 372427401.

As a result of the Reverse Stock Split, every eight shares of Common Stock issued and outstanding will convert into one share of Common Stock. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to a fractional share of Common Stock are entitled to receive a full share of Common Stock.

As discussed below, on May 15, 2019, the Company’s stockholders approved a proposal to amend the Certificate of Incorporation in accordance with the Certificate of Amendment at the Annual Meeting of Stockholders of the Company (the “Annual Meeting”). The Board of Directors of the Company previously approved and authorized the filing of the Certificate of Amendment following its approval by the stockholders.

The summary of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 15, 2019, the Company held its previously announced Annual Meeting of Stockholders (the “Annual Meeting”), at which a quorum was present. At the Annual Meeting, the stockholders of the Company voted on the four proposals as follows: (i) to elect Ms. Katrine Bosley and Mr. Michael Higgins as Class II directors, each for a three-year term (“Proposal 1”); (ii) to approve an amendment to the Company’s restated certificate of incorporation to effect a reverse stock split (“Proposal 2”); (iii) in the event the shareholders approve Proposal 2, to approve an amendment to the Company’s restated certificate of incorporation to decrease the total number of shares of common stock that the Company is authorized to issue from 250,000,000 shares to 85,000,000 shares (“Proposal 3”); and (iv) to ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2019 (“Proposal 4”).

The Company’s stockholders approved Proposal 1. The votes cast at the Annual Meeting were as follows:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Katrine Bosley	66,327,390	885,641	27,711,738
Michael Higgins	66,328,234	884,797	27,711,738

There were no abstentions with respect to Proposal 1.

The Company stockholders approved Proposal 2. The votes cast at the Annual Meeting were as follows: 81,364,175 shares voted for, 11,194,596 shares voted against and 2,365,998 shares abstained from voting. There were 0 broker non-votes with respect to Proposal 2.

The Company stockholders approved Proposal 3. The votes cast at the Annual Meeting were as follows: 85,072,896 shares voted for, 6,482,767 shares voted against and 3,369,106 shares abstained from voting. There were 0 broker non-votes with respect to Proposal 3.

The Company stockholders approved Proposal 4. The votes cast at the Annual Meeting were as follows: 92,237,776 shares voted for, 748,718 shares voted against and 1,938,275 shares abstained from voting. There were 0 broker non-votes with respect to Proposal 4.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to Restated Certificate of Incorporation of Genocera Biosciences, Inc.</a>

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**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 MEISNER

Derek Meisner

*Senior Vice President,*

*General Counsel and Corporate Secretary*

Date: May 21, 2019

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GENOCEA BIOSCIENCES, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MAY, A.D. 2019, AT 4:54 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-SECOND DAY OF MAY, A.D. 2019 AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4204354 8100  
SR# 20194195389

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202861474  
Date: 05-20-19

**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
GENOCEA BIOSCIENCES, INC.**

Genocea Biosciences, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

- FIRST: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on August 16, 2006 under the name "Genocea, Inc."
- SECOND: The Certificate of Incorporation was amended and restated on December 21, 2006, on February 10, 2009, on December 17, 2010 and on September 27, 2012, and was amended on September 30, 2013, January 21, 2014 and June 21, 2018 (the "Amended and Restated Certificate of Incorporation").
- THIRD: This Certificate of Amendment amends the Amended and Restated Certificate of Incorporation and has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware by the directors and stockholders of the Corporation.
- FOURTH: The Amended and Restated Certificate of Incorporation is hereby amended by deleting subsection (a) of Article IV "Capital Stock" in its entirety and replacing it as following in lieu thereof:

"(a) That, effective as of 12:01 a.m., Eastern Time, on May 22, 2019 (the "Effective Time"), every eight shares of the Corporation's common stock, \$0.001 par value per share (the "Common Stock"), issued and outstanding prior to the Effective Time, without further action, will be combined into and automatically become one share of issued and outstanding Common Stock of the Corporation (such reclassification and combination of shares, the "Reverse Stock Split"). The Corporation will not issue fractional shares on account of the Reverse Stock Split; all shares that are held by a stockholder as of the Effective Time shall be aggregated and each fractional share resulting from the Reverse Stock Split after giving effect to such aggregation shall be rounded up to the nearest whole number. The total number of shares of stock which the Corporation shall have authority to issue is 110,000,000, consisting of 85,000,000 shares of Common Stock and 25,000,000 shares of Preferred Stock, par value \$0.001 per share ("Preferred Stock"). Such stock may be issued from time to time by the Corporation for such consideration as may be fixed by the board of directors of the Corporation (the "Board of Directors")."



IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 20 day of May 2019.

By:           /s/ Derek Meisner          

Name: Derek Meisner

Title: Senior Vice President,  
General Counsel and  
Corporate Secretary





