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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|---|---|---|
| 1. Name and Address of Reporting Person* <u>Carroll Pamela</u> (Last) (First) (Middle) C/O GENOCEA BIOSCIENCES, INC. 100 ACORN PARK DRIVE, 5TH FLOOR (Street) CAMBRIDGE MA 02140 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/11/2018 | 3. Issuer Name and Ticker or Trading Symbol <u>GENOCEA BIOSCIENCES, INC. [GNCA]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP IMMUNO-ONCOLOGY</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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 Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Stock Option (Right to Buy) | (1) | 07/18/2026 | Common Stock | 60,000 | 4.31 | D |
| Stock Option (Right to Buy) | (2) | 02/28/2027 | Common Stock | 20,000 | 4.67 | D |
| Stock Option (Right to Buy) | (3) | 02/08/2028 | Common Stock | 70,000 | 0.98 | D |

Explanation of Responses:

- The Stock Option will vest as to 1/4th of the Shares subject to the option on the first anniversary of the vesting start date (7/18/2016) and thereafter as to 1/48th of such Shares (rounded down to the nearest whole share except for the fourth anniversary of the vesting start date, with respect to which all remaining shares will vest) on each of the next 36 consecutive monthly anniversaries following the first anniversary of the vesting start date.
- The Stock Option will vest as to 1/4th of the Shares subject to the option on the first anniversary of the vesting start date (02/28/17) and thereafter as to 1/48th of such Shares (rounded down to the nearest whole share except for the fourth anniversary of the vesting start date, with respect to which all remaining shares will vest) on each of the next 36 consecutive monthly anniversaries following the first anniversary of the vesting start date.
- The Stock Option will vest as to 1/4th of the Shares subject to the option on the first anniversary of the vesting start date (02/08/2018) and thereafter as to 1/48th of such Shares (rounded down to the nearest whole share except for the fourth anniversary of the vesting start date, with respect to which all remaining shares will vest) on each of the next 36 consecutive monthly anniversaries following the first anniversary of the vesting start date.

Remarks:

Exhibit List - Exhibit 24 Power of Attorney

/s/ Pamela Carroll 10/16/2018

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

EXHIBIT 24

POWER OF ATTORNEY

Know all by those present, that the undersigned hereby constitutes and appoints each of William Clark, Derek Meisner, Michael Alfieri, Marc Rubenstein and Thomas Danielski, signing singly, as the undersigned's true and lawful

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Genocea Biosciences, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Secur
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities a
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned,

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and p

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of October 9, 2018.

By: /s/ Pamela Carroll
Print Name: Pamela Carroll