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The reader should not assume that the information is accurate and complete.

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

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)
[0001457612](#)

Previous Names None
[GENOCEA BIOSCIENCES INC](#)

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

Name of Issuer
[GENOCEA BIOSCIENCES, INC.](#)

Jurisdiction of Incorporation/Organization
[DELAWARE](#)

Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) [2006](#)
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer
[GENOCEA BIOSCIENCES, INC.](#)

Street Address 1
[161 FIRST STREET](#)

Street Address 2
[SUITE 2C](#)

City
[CAMBRIDGE](#)

State/Province/Country
[MASSACHUSETTS](#)

ZIP/PostalCode
[02139](#)

Phone Number of Issuer
[617-876-8191](#)

3. Related Persons

Last Name
[SIBER](#)

First Name
[GEORGE](#)

Middle Name

Street Address 1
[C/O GENOCEA BIOSCIENCES, INC.](#)

Street Address 2
[161 FIRST STREET SUITE 2C](#)

City
[CAMBRIDGE](#)

State/Province/Country
[MASSACHUSETTS](#)

ZIP/PostalCode
[02142](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name
[EINHORN](#)

First Name
[DALTON](#)

Middle Name

Street Address 1
[C/O GENOCEA BIOSCIENCES, INC.](#)

Street Address 2
[161 FIRST STREET SUITE 2C](#)

City
[CAMBRIDGE](#)

State/Province/Country
[MASSACHUSETTS](#)

ZIP/PostalCode
[02142](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name
[BITTERMAN](#)

First Name
[KEVIN](#)

Middle Name

Street Address 1
[C/O GENOCEA BIOSCIENCES, INC.](#)

Street Address 2
[161 FIRST STREET SUITE 2C](#)

City State/Province/Country ZIP/PostalCode
CAMBRIDGE MASSACHUSETTS 02142

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
GEORGE SIMEON
Street Address 1 Street Address 2
C/O GENOCEA BIOSCIENCES, INC. 161 FIRST STREET SUITE 2C
City State/Province/Country ZIP/PostalCode
CAMBRIDGE MASSACHUSETTS 02142
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
HOFFMAN STEVE
Street Address 1 Street Address 2
C/O GENOCEA BIOSCIENCES, INC. 161 FIRST STREET SUITE 2C
City State/Province/Country ZIP/PostalCode
CAMBRIDGE MASSACHUSETTS 02142
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
PAULL ROBERT
Street Address 1 Street Address 2
C/O GENOCEA BIOSCIENCES, INC. 161 FIRST STREET SUITE 2C
City State/Province/Country ZIP/PostalCode
CAMBRIDGE MASSACHUSETTS 02142
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
FARRELL JR. ROBERT
Street Address 1 Street Address 2
C/O GENOCEA BIOSCIENCES, INC. 161 FIRST STREET SUITE 2C
City State/Province/Country ZIP/PostalCode
CAMBRIDGE MASSACHUSETTS 02142
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
FLECHTNER JESSICA BAKER
Street Address 1 Street Address 2
C/O GENOCEA BIOSCIENCES, INC. 161 FIRST STREET SUITE 2C
City State/Province/Country ZIP/PostalCode
CAMBRIDGE MASSACHUSETTS 02142
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
GIANNASCA PAUL
Street Address 1 Street Address 2

C/O GENOCEA BIOSCIENCES, INC.

161 FIRST STREET SUITE 2C

City

State/Province/Country

ZIP/PostalCode

CAMBRIDGE

MASSACHUSETTS

02142

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

CLARK

WILLIAM

Street Address 1

Street Address 2

C/O GENOCEA BIOSCIENCES, INC.

161 FIRST STREET SUITE 2C

City

State/Province/Country

ZIP/PostalCode

CAMBRIDGE

MASSACHUSETTS

02142

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture

Health Care

Retailing

Banking & Financial Services

Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals & Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

Other Health Care

Other Technology

Pooled Investment Fund

Manufacturing

Travel

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Real Estate

Airlines & Airports

Yes

No

Commercial

Lodging & Conventions

Other Banking & Financial Services

Construction

Tourism & Travel Services

Business Services

REITS & Finance

Other Travel

Energy

Residential

Other

Coal Mining

Other Real Estate

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value Range

No Revenues

No Aggregate Net Asset Value

- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(5)
- Investment Company Act Section 3(c)
 - Section 3(c)(1)
 - Section 3(c)(2)
 - Section 3(c)(3)
 - Section 3(c)(4)
 - Section 3(c)(5)
 - Section 3(c)(6)
 - Section 3(c)(7)
 - Section 3(c)(9)
 - Section 3(c)(10)
 - Section 3(c)(11)
 - Section 3(c)(12)
 - Section 3(c)(13)
 - Section 3(c)(14)

7. Type of Filing

- New Notice Date of First Sale 2010-12-17 First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient (Associated) Broker or Dealer None
 Recipient CRD Number None
 (Associated) Broker or Dealer CRD Number None

Street Address 1

City

State(s) of Solicitation (select all that apply) All States
Check "All States" or check individual States

Street Address 2

State/Province/Country

Foreign/non-US

ZIP/Postal Code

13. Offering and Sales Amounts

Total Offering Amount \$35,099,999 USD or Indefinite

Total Amount Sold \$35,099,999 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
GENOCEA BIOSCIENCES, INC.	WILLIAM CLARK	WILLIAM CLARK	CHIEF BUSINESS OFFICER	2011-01-03

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
