

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>Davis Thomas Andrew</u>  (Last) (First) (Middle) C/O GENOCEA BIOSCIENCES, INC. 100 ACORN PARK DRIVE, 5TH FLOOR  (Street) CAMBRIDGE MA 02140  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GENOCEA BIOSCIENCES, INC. [ GNCA ]</u>	5. 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>CHIEF MEDICAL OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/15/2021		A		31,250 <sup>(1)</sup>	A	\$0	31,250	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$3.01	03/15/2021		A		93,750		(2)	03/15/2031	Common Stock	93,750	\$0	93,750	D	
Restricted Stock Unit	(3)	03/15/2021		A		100,000		(4)	(4)	Common Stock	100,000	\$0	100,000	D	

**Explanation of Responses:**

- Restricted stock units that represent the contingent right to receive, at settlement, one share of common stock. The restricted stock units are scheduled to vest 25% on each of the first four anniversaries of the grant date.
- The options are scheduled to vest in 48 equal monthly installments beginning on the first monthly anniversary of the grant date.
- Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
- Vesting of these restricted stock units depends on the average closing price of a share of Genoccea Biosciences, Inc.'s common stock over the sixty trading days immediately preceding December 31, 2023. The "target" number of restricted stock units is reported. Between 75% and 150% of the target number of units may vest on December 31, 2023, with the vesting percentage determined based on actual performance.

**Remarks:**

/s/ DIANTHA DUVALL,  
ATTORNEY-IN-FACT FOR      03/17/2021  
THOMAS DAVIS

\*\* 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 4 (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.

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