

GENOCEA BIOSCIENCES, INC.  
Form 8-K  
June 08, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **June 4, 2015**

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**GENOCEA BIOSCIENCES, INC.**

(Exact name of Registrant as specified in its charter)

|   |                             |  |
|---|-----------------------------|--|
| <b>Delaware</b>                                   | <b>001-36289</b>            | <b>51-0596811</b>                          |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification Number) |

**Cambridge Discovery Park**  
**100 Acorn Park Drive, 5th Floor**

**Cambridge, MA**  
(Address of principal)

**02140**  
(Zip Code)

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executive offices)

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 (see General Instruction A.2. below):

- 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))
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**Item 5.07. Submission of Matters to a Vote of Security Holders**

On June 4, 2015, Genoce Biosciences, Inc. (the Company) held its previously announced Annual Meeting of Stockholders (the Meeting), at which a quorum was present. At the Meeting, the stockholders of the Company voted on the two proposals as follows: (i) to elect Mr. Kenneth Bate and Dr. Kevin Bitterman as Class I members of the board of directors to serve until the Company's 2018 annual meeting of stockholders and until their successors are duly elected and qualified ( Proposal 1 ) and (ii) to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015 ( Proposal 2 ).

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

|                 | Votes For  | Votes Withheld | Broker Non-Votes |
|-----------------|------------|----------------|------------------|
| Kenneth Bate    | 17,110,284 | 703,106        | 3,304,930        |
| Kevin Bitterman | 16,108,215 | 1,705,175      | 3,304,930        |

There were no abstentions with respect to Proposal 1.

The Company stockholders approved Proposal 2. The votes cast at the Meeting were as follows: 21,104,355 shares voted for, 10,713 shares voted against and 3,252 shares abstained from voting. There were no broker non-votes with respect to Proposal 2.

**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/ Jonathan Poole*  
Jonathan Poole  
Chief Financial Officer

Date: June 8, 2015