

GLAXOSMITHKLINE PLC
Form 3
February 25, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GLAXOSMITHKLINE PLC | | (Month/Day/Year) | GENOCEA BIOSCIENCES, INC. [GNCA] | |
| (Last) | (First) | 02/14/2019 | | |
| 980 GREAT WEST ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| BRENTFORD | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| MIDDLESEX,Â X0Â TW8 9GS | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Common Shares | 12,069,937 | I | See Footnote ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

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 of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of | | |

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|---------|------------|---------------------------|--------------|-----------|-----------|------------|-----------------------------|
| | | | | Shares | | (I) | |
| | | | | | | (Instr. 5) | |
| Warrant | 02/14/2019 | 02/14/2024 ⁽¹⁾ | Common Stock | 2,487,067 | \$ 0.5656 | I | See Footnote ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD MIDDLESEX, X0 TW8 9GS | Â | Â X | Â | Â |

Signatures

/s/ Victoria A. Whyte, SVP & Company Secretary,
GlaxoSmithKline plc

02/25/2019

Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- Acquired from Genoea Biosciences, Inc (the "Issuer") pursuant to a Subscription Agreement dated February 11, 2019, with a closing date of February 14, 2019 (the "Subscription Agreement"). Upon the satisfaction of certain conditions, the Issuer may call for a second closing under the Subscription Agreement (the "Second Closing"). The expiration date of the warrant will be accelerated if S.R. One Limited does not purchase a number of common shares of the Issuer specified in the Subscription Agreement in the Second Closing.
- (1) The shares reported herein are held of record by S.R. One Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (the "Reporting Person").
- (2) The shares reported herein are held of record by S.R. One Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (the "Reporting Person").

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.