

GENOCEA BIOSCIENCES, INC.
Form 8-K
July 16, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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): **July 16, 2014**

GENOCEA BIOSCIENCES, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other

jurisdiction of incorporation)

001-36289

(Commission File Number)

51-0596811

(I.R.S. Employer

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 7.01 Regulation FD Disclosure.

On July 16, 2014, Genoclea Biosciences, Inc. issued a press release announcing that, due to market conditions, it has elected not to proceed at this time with its previously announced plans to pursue an underwritten public offering of 3,400,000 shares of its common stock. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 hereto. The foregoing description is qualified by reference in its entirety to such exhibit.

This report on Form 8-K and the press release furnished as Exhibit 99.1 is neither an offer to sell nor a solicitation of an offer to buy any of the securities described herein, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

The information contained in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed filed for any purpose, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of Genoclea Biosciences, Inc. dated July 16, 2014.

SIGNATURE

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 thereunto duly authorized.

GENOCEA BIOSCIENCES, INC.

By: */s/ Jonathan Poole*
Jonathan Poole
Chief Financial Officer

Date: July 16, 2014

EXHIBIT INDEX

Exhibits.

99.1 Press Release of Genoccea Biosciences, Inc. dated July 16, 2014.