

GENOCEA BIOSCIENCES, INC.

Form 8-K

September 25, 2017

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): September 19, 2017

GENOCEA BIOSCIENCES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware                      001-36289      51-0596811  
(State or Other Jurisdiction) (Commission (IRS Employer  
of Incorporation)              File Number) Identification No.)

Cambridge Discovery Park

100 Acorn Park Drive, 5th Floor              02140

Cambridge, MA

(Address of Principal Executive Offices) (Zip Code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging Growth Company ☒

If an emerging growth company, indicate by a check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.05 Costs Associated With Exit or Disposal Activities.

On September 19, 2017, Genoce Biosciences, Inc., (the “Company”) committed to an approximate 40% reduction in headcount as part of a corporate restructuring following its strategic shift to immuno-oncology and focus on the development of neoantigen cancer vaccines. The Company estimates that it will incur charges for one-time termination benefits in connection with this corporate restructuring of approximately \$1.1 million for employee severance, benefits and related costs in the third quarter of 2017, all of which are expected to result in cash expenditures. After the headcount reduction, the Company expects to have approximately 55 employees.

Item 7.01 Regulation FD Disclosure

On September 25, 2017, the Company issued a press release announcing its commitment to a corporate restructuring. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

See Exhibit Index attached hereto.

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: September 25, 2017

EXHIBIT INDEX

Exhibit No.	Description
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99.1	<u>Press Release issued by Genoceia Biosciences, Inc. on September 25, 2017</u>
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