

GENOCEA BIOSCIENCES, INC.
Form SC 13G/A
February 10, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Genocea Biosciences, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

372427104
(CUSIP Number)

December 31, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- | | |
|-----|--|
| 1. | NAME OF REPORTING PERSON |
| 2. | CVF, LLC
CHECK
THE
APPROPRIATE
BOX IF A
MEMBER (b)
OF A
GROUP |
| 3. | SEC USE ONLY |
| 4. | CITIZENSHIP OR
PLACE OF
ORGANIZATION |
| 5. | Delaware

SOLE
VOTING
POWER |
| 6. | 1,226,320
SHARED
VOTING
POWER |
| 7. | —
SOLE
DISPOSITIVE
POWER |
| 8. | 1,226,320
SHARED
DISPOSITIVE
POWER |
| 9. | —
AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON |
| 10. | 1,226,320
CHECK
BOX IF
THE
AGGREGATE |

AMOUNT
IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

4.36%
TYPE OF REPORTING
PERSON

12.

OO

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Item 1(a). Name of Issuer:

Genocea Biosciences, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

100 Acorn Park Drive, Fifth Floor, Cambridge, Massachusetts 02140

Item 2(a). Name of Person Filing:

CVF, LLC ("CVF")

Item 2(b). Address of Principal Business Office or, if none, Residence:

222 N. LaSalle Street, Suite 2000, Chicago, Illinois 60601

Item 2(c). Citizenship:

Delaware

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value per share

Item 2(e). CUSIP Number:

372427104

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), indicate type of person filing.

Item 3.

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned: See row 9 of the cover page.

(b) Percent of class: See row 11 of the cover page.

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: See row 5 of the cover page.

(ii) Shared power to vote or direct the vote: See row 6 of the cover page.

(iii) Sole power to dispose or to direct the disposition of: See row 7 of the cover page.

(iv) Shared power to dispose or to direct the disposition of: See row 8 of the cover page.

Percent of class is based on (i) the number of shares held by CVF as of December 31, 2015 and (ii) the number of shares of common stock outstanding as of November 3, 2015 (28,115,036 shares) as reported by the Issuer in its most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2015.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial

owner of
more than 5
percent of the
class of
securities,
check the
following ý.

Item 6. Ownership of
More than
Five Percent
on Behalf of
Another
Person.

Not
applicable.

Item 7. Identification
and
Classification
of the
Subsidiary
Which
Acquired the
Security
Being
Reported on
by the Parent
Holding
Company or
Control
Person.

Not
applicable.

Item 8. Identification
and
Classification
of Members
of the Group.

Not
applicable.

Item 9. Notice of
Dissolution of
Group.

Not
applicable.

Item 10. Certifications.

Not
applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CVF, LLC

February 10, 2016 By: /s/Richard H. Robb

Name: Richard H. Robb

Title: Manager

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