|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| SEC Form 3 |  |  |  |  |  |  |
| **FORM 3** | **UNITED STATES SECURITIES AND EXCHANGE** |  |  |  |  |  |
|  | **COMMISSION** |  |  |  |  |
|  |  |  |  |  |
|  |  | OMB APPROVAL |  |
|  | Washington, D.C. 20549 |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  | OMB Number: | 3235- |  |  |
|  |  |  |  |  |
|  | **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** |  | 0104 |  |  |
|  |  |  |  |  |
|  |  | Estimated average burden |  |
|  | **SECURITIES** |  |  | 0.5 |  |  |



hours per

response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[Longitude Capital Partners II,](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001647491) [LLC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001647491)

1. Date of Event Requiring Statement (Month/Day/Year)

06/11/2020

3. Issuer Name **and** Ticker or Trading Symbol

[Vaxcyte, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001649094) [ PCVX ]

(Last) (First) (Middle)

2740 SAND HILL ROAD, SECOND FLOOR

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) |  |  |  |
| MENLO | CA | 94025 |  |
| PARK |  |
|  |  |  |

1. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director X 10% Owner

Officer (give Other (specify

title below) below)

1. If Amendment, Date of Original Filed (Month/Day/Year)
2. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

* Form filed by More than One Reporting Person

(City) (State) (Zip)



**Table I - Non-Derivative Securities Beneficially Owned**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 4)** | **2. Amount of Securities** | **3. Ownership** | **4. Nature of Indirect Beneficial** |
|  |  | **Beneficially Owned (Instr.** | **Form: Direct** | **Ownership (Instr. 5)** |
|  |  | **4)** | **(D) or Indirect** |  |  |
|  |  |  | **(I) (Instr. 5)** |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |



**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** | **3. Title and Amount of Securities** | **4.** | **5.** | **6. Nature of** |  |
|  | **Expiration Date** | **Underlying Derivative Security** | **Conversion** | **Ownership** | **Indirect** |  |
|  | **(Month/Day/Year)** | **(Instr. 4)** |  | **or Exercise** | **Form:** | **Beneficial** |  |
|  |  |  |  |  | **Price of** | **Direct (D)** | **Ownership (Instr.** |  |
|  |  |  |  | **Amount or** |  |
|  |  |  |  | **Derivative** | **or Indirect** | **5)** |  |
|  | **Date** | **Expiration** | **Title** | **Number of** | **Security** | **(I) (Instr. 5)** |  |  |
|  | **Exercisable** | **Date** | **Shares** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |



|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |  |  |  |  | By Longitude |  |
|  | Series A Preferred Stock | (1) | (1) | Common Stock | 1,912,237 | (1) | I | Venture |  |
|  | Partners II, L.P. |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | (2) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | By Longitude |  |
|  | Series B Preferred Stock | (3) | (3) | Common Stock | 1,064,940 | (3) | I | Venture |  |
|  | Partners II, L.P. |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | (2) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | By Longitude |  |
|  | Series C Preferred Stock | (4) | (4) | Common Stock | 397,960 | (4) | I | Venture |  |
|  | Partners II, L.P. |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | (2) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | By Longitude |  |
|  | Series D Preferred Stock | (5) | (5) | Common Stock | 231,213 | (5) | I | Venture |  |
|  | Partners II, L.P. |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | (2) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  | 1. Name and Address of Reporting Person\* |  |  |  |  |  |  |  |  |  |
|  |  | [Longitude Capital Partners II, LLC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001647491) |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) | (First) | (Middle) |  |  |  |  |  |  |  |  |  |
|  |  | 2740 SAND HILL ROAD, SECOND FLOOR |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (Street) |  |  |  |  |  |  |  |  |  |  |  |
|  |  | MENLO PARK | CA | 94025 |  |  |  |  |  |  |  |  |  |



(City) (State) (Zip)



1. Name and Address of Reporting Person\*

[Longitude Venture Partners II, L.P.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001527510)

(Last) (First) (Middle)

2740 SAND HILL ROAD, SECOND FLOOR

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) |  |  |  |
|  | MENLO PARK | CA | 94025 |  |
|  |  |  |  |  |
|  | (City) | (State) | (Zip) |
|  |  |  |
| 1. Name and Address of Reporting Person\* |
|  | [ENRIGHT PATRICK G](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001253886) |  |  |
|  |  |  |  |  |
|  | (Last) | (First) | (Middle) |

2740 SAND HILL ROAD, SECOND FLOOR

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) |  |  |  |
|  | MENLO PARK | CA | 94025 |  |
|  |  |  |  |  |
|  | (City) | (State) | (Zip) |
|  |  |  |
| 1. Name and Address of Reporting Person\* |
|  | [Tammenoms Bakker Juliet](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001431159) |  |  |
|  |  |  |  |  |
|  | (Last) | (First) | (Middle) |

2740 SAND HILL ROAD, SECOND FLOOR

|  |  |  |
| --- | --- | --- |
| (Street) |  |  |
|  | MENLO PARK | CA | 94025 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

**Explanation of Responses:**

1. The Series A Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series A Preferred Stock will be converted into shares of Common Stock for no consideration.
2. The securities are held of record by Longitude Venture Partners II, L.P. ("Longitude II"). Longitude Capital Partners II, LLC, ("LCP2"), the general partner of Longitude II, may be deemed to have voting, investment and dispositive power with respect to the shares held by Longitude II. Patrick G. Enright and Juliet Tammenoms Bakker are the managing members of LCP2 and may be deemed to have voting, investment and dispositive power over the shares held by Longitude II. Each of LCP2, Mr. Enright and Ms. Bakker disclaim beneficial ownership of such securities and this report shall not be deemed an admission that any one of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interest therein.
3. The Series B Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series B Preferred Stock will be converted into shares of Common Stock for no consideration.
4. The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock for no consideration.
5. The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock for no consideration.

**Remarks:**

Longitude Capital Partners



II, LLC, By: /s/ Patrick



Enright, managing



member



Longitude Venture



Partners II, L.P., By: /s/



Patrick Enright, managing



member of the general



partner



/s/ Patrick Enright



/s/ Juliet Tammenoms



Bakker



06/11/2020



06/11/2020



06/11/2020



06/11/2020



|  |  |  |
| --- | --- | --- |
| \*\* Signature of Reporting | Date |  |
| Person |  |
|  |  |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. |  |  |
| \* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**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**

**Number.**