

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Paya Carlos V</u> <hr/> (Last) (First) (Middle) <u>C/O VAXCYTE, INC.</u> <u>825 INDUSTRIAL ROAD, STE. 300</u> <hr/> (Street) <u>SAN CARLOS CA 94070</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vaxcyte, Inc. [ PCVX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/06/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2024		G		2,500 <sup>(1)</sup>	D	\$0	1,550 <sup>(2)</sup>	D	
Common Stock	12/06/2024		A		2,500	A	\$0	5,625	I	By Family Trust <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$72.51	12/09/2024		G		7,250 <sup>(1)</sup>		(4)	06/05/2034	Common Stock	7,250	\$0	0	D	
Stock Option (right to buy)	\$72.51	12/09/2024		A		7,250 <sup>(1)</sup>		(4)	06/05/2034	Common Stock	7,250	\$0	7,250	I	By Family Trust <sup>(3)</sup>

**Explanation of Responses:**

- The reported transactions involve the Reporting Person's transfer of certain securities to a trust for the sole benefit of the Reporting Person.
- As previously disclosed in Reporting Person's Form 4 filed on June 10, 2024, this represents the number of shares of Common Stock underlying restricted stock units ("RSUs"). Each RSU represents the contingent right to receive one share of the Issuer's Common Stock. The RSUs will fully vest on the earlier of June 6, 2025 or the day prior to the next annual meeting of stockholders, subject to acceleration, and subject to the Reporting Person's continuous service through such date.
- Shares are held directly by a trust for the sole benefit of the Reporting Person.
- The shares of Common Stock subject to the option will vest monthly and fully vest on the earlier of June 6, 2025 or the day prior to the next annual meeting of stockholders, subject to acceleration, and subject to the Reporting Person's continuous service through such date.

**Remarks:**

Carlos V. Paya, by /s/ Peter N. Efremenko, Attorney-In-Fact 12/09/2024

\*\* Signature of Reporting Person Date

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 4 (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.