

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).

1. Name and Address of Reporting Person* <u>Hopfner Robert Lorne</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/16/2020</u>					
C/O VAXCYTE, INC. 353 HATCH DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)	(City)	(State)						
FOSTER CITY CA 94404								

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	06/16/2020		C		1,692,494	A	(1)	1,692,494	I	By Pivotal bioVenture Partners Fund I, L.P.(2)
Common Stock	06/16/2020		C		226,236	A	(3)	1,918,730	I	By Pivotal bioVenture Partners Fund I, L.P.(2)
Common Stock	06/16/2020		C		211,237	A	(4)	2,129,967	I	By Pivotal bioVenture Partners Fund I, L.P.(2)
Common Stock	06/16/2020		P		93,000	A	\$16	2,222,967	I	By Pivotal bioVenture Partners Fund I, L.P.(2)

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	Amount or Number of Shares				
Series B Preferred Stock(1)	(1)	06/16/2020		C		1,692,494		(1)	(1)	Common Stock	1,692,494	\$0.00	0	I	By Pivotal bioVenture Partners Fund I, L.P. (2)
Series C Preferred Stock(3)	(3)	06/16/2020		C		226,236		(3)	(3)	Common Stock	226,236	\$0.00	0	I	By Pivotal bioVenture Partners Fund I, L.P. (2)
Series D Preferred Stock(4)	(4)	06/16/2020		C		211,237		(4)	(4)	Common Stock	211,237	\$0.00	0	I	By Pivotal bioVenture Partners Fund I, L.P. (2)

Explanation of Responses:

- The Series B Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the consummation of the Issuer's initial public offering and had no expiration date.
- The shares are held of record by Pivotal bioVenture Partners Fund I, L.P. ("Pivotal"). The general partner of Pivotal is Pivotal bioVenture Partners Fund I G.P., L.P., ("Pivotal GP"). The general partner of Pivotal GP is Pivotal bioVenture Partners Fund I U.G.P., Ltd, (the "Ultimate General Partner"). The board of directors of the Ultimate General Partner may, along with the Ultimate General Partner, be deemed to have shared voting and dispositive power over the shares owned by Pivotal. Rob Hopfner is the managing partner of Pivotal bioVenture Partners Investment Advisor LLC and may be deemed to share voting and investment power over the shares held directly by Pivotal bioVenture Partners. Mr. Hopfner disclaims beneficial ownership over such shares except to the extent of any pecuniary interest therein.
- The Series C Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the consummation of the Issuer's initial public offering and had no expiration date.
- The Series D Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the consummation of the Issuer's initial public offering and had no expiration date.

Remarks:

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.