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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

VAXCYTE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

46-4233385
(I.R.S. Employer
Identification No.)

**353 Hatch Drive
Foster City, California 94404**
(Address of principal executive offices) (Zip code)

**2020 Equity Incentive Plan
2020 Employee Stock Purchase Plan**
(Full titles of the plans)

**Grant E. Pickering
Chief Executive Officer
Vaxcyte, Inc.
353 Hatch Drive
Foster City, California 94404
(650) 837-0111**
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:
**Charles S. Kim
Mark Weeks
J. Carlton Fleming
Cooley LLP
101 California Street, 5th Floor
San Francisco, California 94111
(415) 693-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by 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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered⁽¹⁾	Proposed Maximum Offering Price per Share⁽²⁾	Proposed Maximum Aggregate Offering Price⁽²⁾	Amount of Registration Fee
Common Stock, par value \$0.001 per share				
– 2020 Equity Incentive Plan	2,553,579 ⁽³⁾	\$22.95	\$58,604,638.05	\$6,393.77
– 2020 Employee Stock Purchase Plan	510,715 ⁽⁴⁾	\$22.95	\$11,720,909.25	\$1,278.76
Total	3,064,294		\$70,325,547.30	\$7,672.53

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.001 per share (“Common Stock”), of Vaxcyte, Inc. (the “Registrant”) that become issuable by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (2) Estimated pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee. The Proposed Maximum Offering Price per Share for shares available for future grant is the average of the high and low prices for the Registrant’s Common Stock as reported on The Nasdaq Global Select Market on March 23, 2021.
- (3) Represents an automatic annual increase to the shares of Common Stock reserved for issuance equal to 5% of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year, which annual increase is provided by the Registrant’s 2020 Equity Incentive Plan (the “2020 Plan”).
- (4) Represents an automatic annual increase to the shares of Common Stock reserved for issuance equal to 1% of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year, which annual increase is provided by the Registrant’s 2020 Employee Stock Purchase Plan (the “2020 ESPP”).

EXPLANATORY NOTE

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering (a) 2,553,579 shares of its Common Stock issuable to eligible persons under the 2020 Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant's Form S-8 filed on June 12, 2020 (File No. [333-239135](#)), and (b) 510,715 shares of its Common Stock issuable under the 2020 ESPP, which Common Stock is in addition to the shares of Common Stock registered on the Registrant's Form S-8 filed on June 12, 2020 (File No. [333-239135](#)) (the "Prior Registration Statements").

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement, to the extent relating to the registration of Common Stock issuable under the 2020 EIP and ESPP, are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1(1)	Amended and Restated Certificate of Incorporation, as currently in effect.
4.2(2)	Amended and Restated Bylaws, as currently in effect.
4.3(3)	Form of Registrant's Common Stock Certificate.
5.1	Opinion of Cooley LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP (reference is made to Exhibit 5.1).
24.1	Power of Attorney (reference is made to the signature page hereto).
99.1(4)	2020 Equity Incentive Plan and forms of agreements thereunder
99.2(5)	2020 Employee Stock Purchase Plan

(1) Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-39323), filed with the Securities and Exchange Commission on June 16, 2020, and incorporated herein by reference.

(2) Filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-39323), filed with the Securities and Exchange Commission on June 16, 2020, and incorporated herein by reference.

(3) Filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-238630), filed with the Securities and Exchange Commission on June 8, 2020, and incorporated herein by reference.

(4) Filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-238630), filed with the Securities and Exchange Commission on June 8, 2020, and incorporated herein by reference.

(5) Filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-238630), filed with the Securities and Exchange Commission on June 8, 2020, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Foster City, State of California, on this 29th day of March, 2021.

VAXCYTE, INC.

Date: March 29, 2021
Pickering

By: /s/ Grant E.

Grant E. Pickering
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Grant E. Pickering, Andrew Guggenhime and Jane Wright-Mitchell, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Grant E. Pickering</u> Grant E. Pickering	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 29, 2021
<u>/s/ Andrew Guggenhime</u> Andrew Guggenhime	President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	March 29, 2021
<u>/s/ Kurt von Emster</u> Kurt von Emster	Director	March 29, 2021
<u>/s/ Halley Gilbert</u> Halley Gilbert	Director	March 29, 2021
<u>/s/ Patrick Heron</u> Patrick Heron	Director	March 29, 2021
<u>/s/ Peter Hirth</u> Peter Hirth, Ph.D.	Director	March 29, 2021
<u>/s/ Rob Hopfner</u> Rob Hopfner, Ph.D.	Director	March 29, 2021
<u>/s/ Heath Lukatch</u> Heath Lukatch, Ph.D.	Director	March 29, 2021
<u>/s/ William J. Newell</u> William J. Newell	Director	March 29, 2021

Carlton Fleming
+1 650 843 5865
cfleming@cooley.com

March 29, 2021

Vaxcyte, Inc.
353 Hatch Drive
Foster City, California 94404

Re: Registration on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Vaxcyte, Inc., a Delaware corporation (the "**Company**"), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission, covering the offering of up to 3,064,294 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share ("**Common Stock**"), including (a) 2,553,579 shares of Common Stock issuable pursuant to the Company's 2020 Equity Incentive Plan (the "**2020 EIP**") and (b) 510,715 Shares of Common Stock issuable pursuant to the Company's 2020 Employee Stock Purchase Plan (together with the 2020 EIP, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the Plans and (d) originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we have determined to be necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with their respective Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid and nonassessable (except as to the Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

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Sincerely,

Cooley LLP

By: /s/Carlton Fleming
Carlton Fleming

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 29, 2021, relating to the financial statements of Vaxcyte, Inc., appearing in the Annual Report on Form 10-K of Vaxcyte, Inc. for the year ended December 31, 2020.

/s/ Deloitte & Touche
San Francisco, California
March 29, 2021