

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

<div>1. Name and Address of Reporting Person * <u>PICKERING GRANT</u></div> <div>(Last) (First) (Middle) <u>C/O VAXCYTE, INC.</u> <u>825 INDUSTRIAL ROAD, STE. 300</u></div> <div>(Street) <u>SAN CARLOS CA 94070</u></div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol <u>Vaxcyte, Inc. [ PCVX ]</u></div> <div>3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2024</u></div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><input checked="" type="checkbox"/> Director 10% Owner</div><div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF EXECUTIVE OFFICER</u></div></div> <div>6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div><div>Form filed by More than One Reporting Person</div></div>
	<div>Rule 10b5-1(c) Transaction Indication</div> <div><input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.</div>	

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	02/23/2024		M		15,000	A	\$1.79	390,814	D	
Common Stock	02/23/2024		S <sup>(1)</sup>		2,356	D	\$75.154 <sup>(2)</sup>	388,458	D	
Common Stock	02/23/2024		S <sup>(1)</sup>		6,980	D	\$75.962 <sup>(3)</sup>	381,478	D	
Common Stock	02/23/2024		S <sup>(1)</sup>		5,545	D	\$76.952 <sup>(4)</sup>	375,933	D	
Common Stock	02/23/2024		S <sup>(1)</sup>		119	D	\$77.56	375,814	D	
Common Stock	02/26/2024		M		30,000	A	\$1.79	405,814	D	
Common Stock	02/26/2024		S <sup>(1)</sup>		30,000	D	\$79.03 <sup>(5)</sup>	375,814	D	
Common Stock								149,978	I	By Children's Trust <sup>(6)</sup>
Common Stock								149,978	I	By Children's Trust <sup>(7)</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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$1.79	02/23/2024		M		15,000	(8)	05/17/2027	Common Stock	15,000	\$0	60,225	D	
Stock Option (Right to Buy)	\$1.79	02/26/2024		M		30,000	(8)	05/17/2027	Common Stock	30,000	\$0	30,225	D	

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on June 26, 2023.
2. The price reported is a weighted-average price. The shares were sold at prices ranging from \$74.45 to \$75.52. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
3. The price reported is a weighted-average price. The shares were sold at prices ranging from \$75.545 to \$76.50. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
4. The price reported is a weighted-average price. The shares were sold at prices ranging from \$76.54 to \$77.475. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
5. The price reported is a weighted-average price. The shares were sold at prices ranging from \$79.03 to \$79.10. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
6. Shares are held directly by a trust for the benefit of the Reporting Person's daughter.
7. Shares are held directly by a trust for the benefit of the Reporting Person's son.
8. Stock Option is fully vested and exercisable.

/s/ Ron A. Metzger, Attorney-  
in-Fact

02/27/2024

\*\* 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.**