SEC Form 4

**FORM 4**

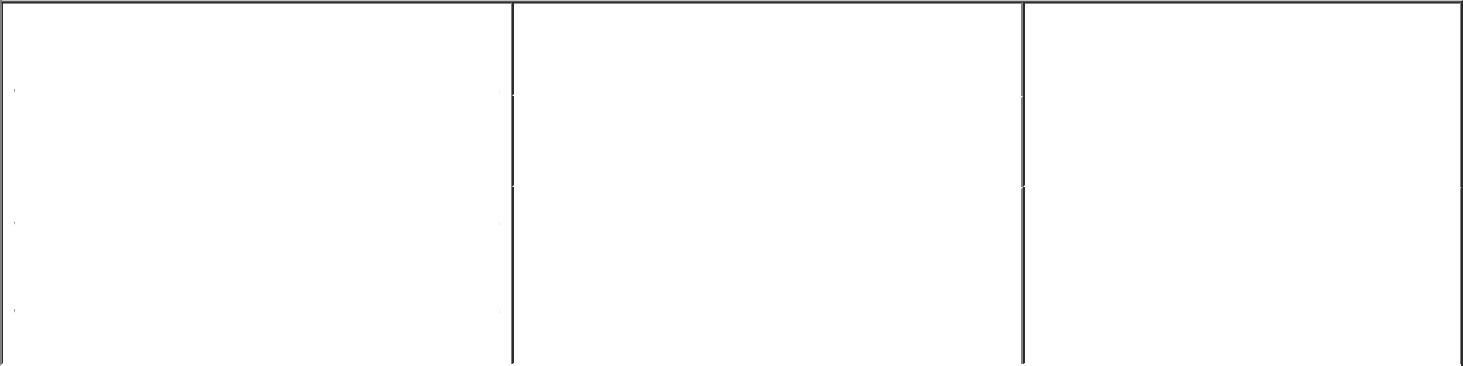
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



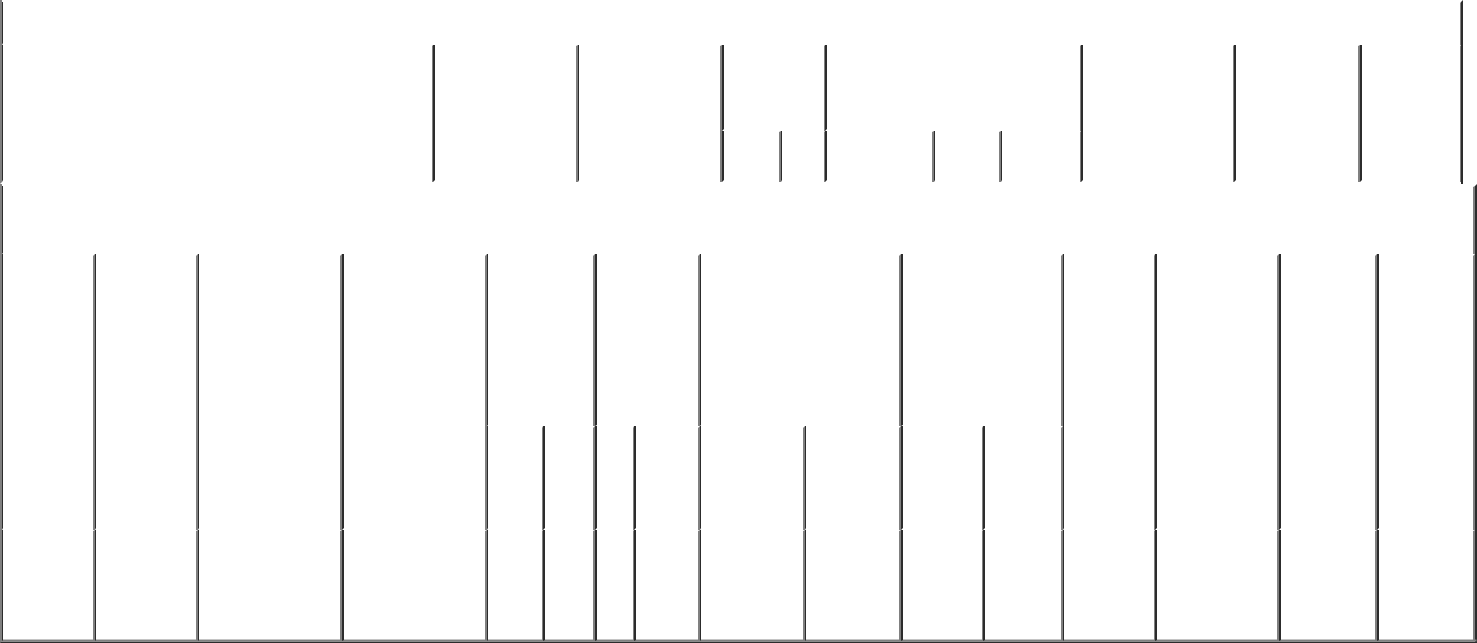
|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



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



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 1. Name and Address of Reporting Person\* | | | |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | | |  |
|  |  | [EMSTER KURT VON](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001252524) | | |  |  |  | [Vaxcyte, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001649094) [ PCVX ] | | | |  |  |  |  | (Check all applicable) | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | X Director | | | |  |  | 10% Owner | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | |  | Other (specify | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | |  |  |  |  |  |  |
|  |  | (Last) | (First) | | (Middle) |  |  |  |  |  |  |  | below) |  |  | below) |  |  |  |  |  |
|  |  | 06/11/2020 | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 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) | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | | | | |  |
|  |  | FOSTER CITY CA | | | 94404 |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person |  |  |  |  |  |  |  |  |
|  |  | (City) | (State) | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | | |  |  | | |  | | | | |  |  | |  |  |  |  |  |  |  |  |  |
|  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  | | | |  | | | |  |  |  |  |  | | | |  |  |  | |  | |  |  | |  |  |
|  | **1. Title of Security (Instr. 3)** | | | | **2. Transaction** | | | | **2A. Deemed** | **3.** | |  | **4. Securities Acquired (A) or** | | | | |  | **5. Amount of** | | **6. Ownership** | | **7. Nature** | | | |  |
|  |  |  |  |  | **Date** |  |  |  | **Execution Date,** |  | **Transaction** | | **Disposed Of (D) (Instr. 3, 4 and** | | | | |  | **Securities** |  | **Form: Direct** | | **of Indirect** | | | |  |
|  |  |  |  |  | **(Month/Day/Year)** | | | | **if any** |  | **Code (Instr.** | | **5)** |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | | **Beneficial** | | | |  |
|  |  |  |  |  |  |  |  |  | **(Month/Day/Year) 8)** | | |  |  |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Code V** |  | **Amount** | **(A) or** | **Price** | | |  | **Transaction(s)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | | | | | | |  | | | | | |  | |  |  |  |  |  |  |  |  |  |
|  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  | |  |  |  | | | |  | | |  |  | |  | |  |  | | |  |  |
|  | **1. Title of** | | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | |  | **5. Number** | **6. Date Exercisable and** | | | | **7. Title and Amount** | | | | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | | |  |
|  | **Derivative** | | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | | **of** | **Expiration Date** | | |  | **of Securities** | | | | **Derivative** | | **derivative** |  | **Ownership** | **of Indirect** | | | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | | **Derivative** | **(Month/Day/Year)** | | | | **Underlying** |  |  |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | | |  |
|  | **(Instr. 3)** | | **Price of** |  | **(Month/Day/Year)** | **8)** | |  | **Securities** |  |  |  |  | **Derivative Security** | | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | | |  |
|  |  |  | **Derivative** |  |  |  |  |  | **Acquired** |  |  |  |  | **(Instr. 3 and 4)** | | | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | | |  |
|  |  |  | **Security** |  |  |  |  |  | **(A) or** |  |  |  |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Disposed** |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **of (D) (Instr.** |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** | |  | **of** | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Code V** | | | **(A) (D)** | **Exercisable** | | **Date** | | **Title** | **Shares** | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  | Common |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | Stock, |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | option | |  |  |  |  |  |  |  | (1) | |  |  | 40,000 | |  |  |  |  |  | D(2)(3) |  |  |  |  |  |
|  | $16 | 06/11/2020 |  |  | A | | 40,000 | 06/10/2030 | | $0.001 |  | $0 | | 40,000 |  |  |  |  |  |  |
|  | (right to | |  |  |  |  |  |  |  |  |  |



|  |  |  |
| --- | --- | --- |
| buy) | par value |  |
| per share |  |
|  |  |

**Explanation of Responses:**

1. 1/3 of the shares of Common Stock subject to the option vest on June 11, 2021, and 1/36 of the shares vest monthly thereafter.
2. The Reporting Person is a member of Abingworth LLP ("ALLP"). ALLP provides advisory services to Abingworth Bioventures VI, LP ("ABV VI"). Under an agreement between the Reporting Person and ALLP, the Reporting Person is deemed to hold this Option and any shares of common stock issuable upon exercise of the Option, for the benefit of ABV VI, and must exercise the Option solely upon the direction of ALLP.
3. ABV VI may be deemed the indirect beneficial owner of the Option, and the Reporting Person may be deemed the indirect beneficial owner of the Option through his indirect interest in ABV VI. The Reporting Person disclaims beneficial ownership of the Option except to the extent, if any, of his pecuniary interest therein. This report shall not be deemed an admission that the Reporting Person, ALLP, ABV VI or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| /s/ John Heard, as attorney-in- | |  | 06/15/2020 |  |
| fact | | |  |
|  |  |
|  |  | |  |  |
| \*\* 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.**