

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

OMB Number: 3235-0104
 Estimated average burden
 hours per response: 0.5

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

1. Name and Address of Reporting Person* <u>Heron Patrick J</u> <hr/> (Last) (First) (Middle) <u>C/O VAXCYTE, INC.</u> <u>353 HATCH DRIVE</u> <hr/> (Street) <u>FOSTER</u> <u>CA</u> <u>94404</u> <u>CITY</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/11/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Vaxcyte, Inc. [PCVX]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
		5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 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	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	---	--

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	1,692,494	0.00	I	By Frazier Life Sciences VIII, L.P. ⁽²⁾
Series C Preferred Stock	(3)	(3)	Common Stock	226,236	0.00	I	By Frazier Life Sciences VIII, L.P. ⁽²⁾
Series D Preferred Stock	(4)	(4)	Common Stock	140,824	0.00	I	By Frazier Life Sciences VIII, L.P. ⁽²⁾

Explanation of Responses:

1. The Series B Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series B Preferred Stock will be converted into shares of Common Stock.
2. The shares are held of record by Frazier Life Sciences VIII, L.P. ("FLS VIII"). FHM Life Sciences VIII, L.P. ("FHM LP") is the general partner of FLS VIII and FHM Life Sciences VIII, L.L.C. ("FHM LLC") is the general partner of FHM LP. Patrick Heron and James Topper may be deemed to beneficially own the shares which are held by FLS VIII as they are the sole managing members of FHM LLC and therefore share voting and dispositive power over the shares held by FLS VIII. The Reporting Person disclaims beneficial ownership over such shares except to the extent of his pecuniary interest therein.
3. The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock.
4. The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock.

Remarks:

/s/ Winston Macaraeg,
Attorney-in-Fact

06/11/2020

** 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 5 (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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that the undersigned hereby constitutes and appoints each of Andrew Guggenhime, Jane Wright-Mitchell, Ron Metzger and Winston Macaraeg, signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 10% stockholder of Vaxcyte, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or Cooley LLP.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of June, 2020.

/s/ Patrick Heron