

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

**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>Heron Patrick J</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>			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		
C/O VAXCYTE, INC. 353 HATCH DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) FOSTER CITY CA 94404								
(City) (State) (Zip)								

**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 Frazier Life Sciences VIII, L.P. (2)
Common Stock	06/16/2020		C		226,236	A	(3)	1,918,730	I	By Frazier Life Sciences VIII, L.P. (2)
Common Stock	06/16/2020		C		140,824	A	(4)	2,059,554	I	By Frazier Life Sciences VIII, L.P. (2)
Common Stock	06/16/2020		P		250,000	A	\$16	2,309,554	I	By Frazier Life Sciences VIII, 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
Series B Preferred Stock <sup>(1)</sup>	(1)	06/16/2020		C			1,692,494	(1)	(1)	Common Stock	1,692,494	\$0.00	0	I	By Frazier Life Sciences VIII, L.P. (2)
Series C Preferred Stock <sup>(3)</sup>	(3)	06/16/2020		C			226,236	(3)	(3)	Common Stock	226,236	\$0.00	0	I	By Frazier Life Sciences VIII, L.P. (2)
Series D Preferred Stock <sup>(4)</sup>	(4)	06/16/2020		C			140,824	(4)	(4)	Common Stock	140,824	\$0.00	0	I	By Frazier Life Sciences VIII, 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 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.
- 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:**

/s/ Winston Macaraeg, Attorney-  
in-Fact 06/16/2020

\*\* 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 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.**