

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 1, 2022**

**VAXCYTE, INC.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39323**  
(Commission  
File Number)

**46-4233385**  
(IRS Employer  
Identification No.)

**825 Industrial Road,  
Suite 300  
San Carlos, CA**  
(Address of Principal Executive Offices)

**94070**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (650) 837-0111**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	PCVX	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 1, 2022, Vaxcyte, Inc. (the “Company”) held its annual meeting of stockholders. The following is a brief description of each matter voted upon at the meeting and the number of votes cast for, withheld or against, the number of abstentions and the number of broker non-votes with respect to each matter, as applicable.

- The election of two nominees to serve as Class II directors until the Company’s 2025 annual meeting of stockholders and until their successors have been duly elected and qualified, or, if sooner, until the director’s death, resignation or removal. The following two Class II directors were re-elected by the votes indicated:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Peter Hirth, Ph.D.	44,840,461	2,557,604	4,402,890
Heath Lukatch, Ph.D.	44,945,210	2,452,855	4,402,890

- The approval, on a non-binding, advisory basis of the compensation of the Company’s named executive officers:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
47,263,430	132,867	1,768	4,402,890

- The approval, on a non-binding, advisory basis, of the frequency of future non-binding, advisory votes to approve the compensation of the Company’s named executive officers:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
47,358,585	71	37,455	1,954	4,402,890

Based on these results and consistent with the Company’s recommendation, the Company’s board of directors has determined that the Company will conduct future stockholder advisory votes on the compensation program for its named executive officers every one year.

- The ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022. The appointment was ratified by the votes indicated:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
51,800,260	335	360

