

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Wassil Jim</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) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Operating Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/01/2023</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		
<u>C/O VAXCYTE, INC.</u> <u>825 INDUSTRIAL ROAD, STE. 300</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN CARLOS CA 94070</u>			Rule 10b5-1(c) Transaction Indication <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.					
(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	09/01/2023		M		3,000	A	\$2.42	173,066 <sup>(1)</sup>	D	
Common Stock	09/01/2023		S <sup>(2)</sup>		2,677	D	\$52.75 <sup>(3)</sup>	170,389	D	
Common Stock	09/01/2023		S <sup>(2)</sup>		323	D	\$53.36 <sup>(4)</sup>	170,066	D	
Common Stock	09/05/2023		F		2,131 <sup>(5)</sup>	D	\$51	167,935	D	

**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
Stock Option (right to buy)	\$2.42	09/01/2023		M		3,000	<sup>(6)</sup>	12/16/2029	Common Stock	3,000	\$0.00	113,555	D	

**Explanation of Responses:**

- Includes 1,040 shares acquired under the Issuer's Employee Stock Purchase Plan on May 17, 2023.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on May 23, 2023.
- The price reported is a weighted-average price. The shares were sold at prices ranging from \$52.27 to \$53.19. 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.
- The price reported is a weighted-average price. The shares were sold at prices ranging from \$53.28 to \$53.45. 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.
- Represents shares surrendered to the Issuer to cover applicable tax withholding obligations realized upon the vesting of restricted stock units.
- 1/4 of the shares subject to the option vested on December 1, 2020, and 1/48 of the shares vest monthly thereafter.

**Remarks:**

Jim Wassil, by /s/ Ron A. Metzger, Attorney-in-Fact 09/06/2023

\*\* 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.