

**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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Wassil Jim</u>  (Last) (First) (Middle) C/O VAXCYTE, INC. 825 INDUSTRIAL ROAD, STE. 300  (Street) SAN CARLOS CA 94070  (City) (State) (Zip)	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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CHIEF OPERATING OFFICER</b>
	3. Date of Earliest Transaction (Month/Day/Year) 09/03/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	09/03/2024		M		10,000	A	\$2.42	217,503	D	
Common Stock	09/03/2024		S <sup>(1)</sup>		258	D	\$108.0126 <sup>(2)</sup>	217,245	D	
Common Stock	09/03/2024		S <sup>(1)</sup>		2,072	D	\$110.0794 <sup>(3)</sup>	215,173	D	
Common Stock	09/03/2024		S <sup>(1)</sup>		3,102	D	\$111.0214 <sup>(4)</sup>	212,071	D	
Common Stock	09/03/2024		S <sup>(1)</sup>		2,263	D	\$111.8458 <sup>(5)</sup>	209,808	D	
Common Stock	09/03/2024		S <sup>(1)</sup>		367	D	\$112.9471 <sup>(6)</sup>	209,441	D	
Common Stock	09/03/2024		S <sup>(1)</sup>		389	D	\$114.2538 <sup>(7)</sup>	209,052	D	
Common Stock	09/03/2024		S <sup>(1)</sup>		344	D	\$115.1458 <sup>(8)</sup>	208,708	D	
Common Stock	09/03/2024		S <sup>(1)</sup>		1,195	D	\$116.4249 <sup>(9)</sup>	207,513	D	
Common Stock	09/03/2024		S <sup>(1)</sup>		10	D	\$117.025	207,503	D	
Common Stock	09/03/2024		F		5,545 <sup>(10)</sup>	D	\$110.15	201,958	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$2.42	09/03/2024		M			10,000	(11)	12/16/2029	Common Stock	10,000	\$0	52,638	D	

**Explanation of Responses:**

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on March 1, 2024.
- The price reported is a weighted-average price. The shares were sold at prices ranging from \$107.67 to \$108.425. 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 \$109.415 to \$110.40. 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 \$110.43 to \$111.42. 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 \$111.48 to \$112.41. 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 \$112.57 to \$113.18. 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 \$113.84 to \$114.80. 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.

8. The price reported is a weighted-average price. The shares were sold at prices ranging from \$114.97 to \$115.75. 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.

9. The price reported is a weighted-average price. The shares were sold at prices ranging from \$116.02 to \$117.00. 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.

10. Represents shares surrendered to the Issuer to cover applicable tax withholding obligations realized upon the vesting of restricted stock units. No other shares of common stock subject to the restrictions on transfer set forth in a Lock-Up Agreement dated September 4, 2024 were sold by the Reporting Person.

11. 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/ Peter N.  
Efremenko, Attorney-In-Fact      09/05/2024

\*\* 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.**