SEC Form 4

**FORM 4**

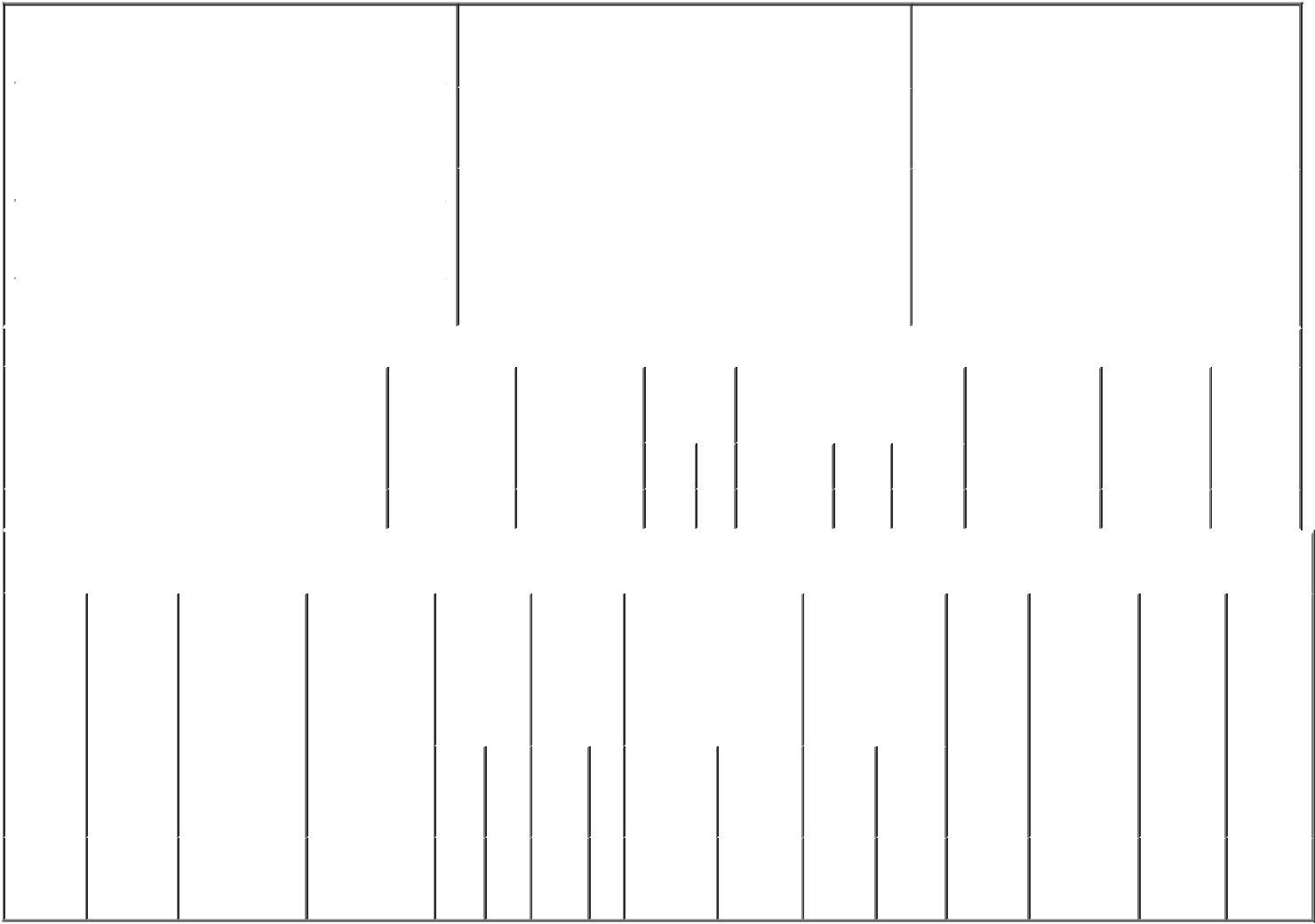
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | |  |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | |  |
|  |  | [Lukatch Heath](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001596385) | | | |  |  |  |  |  | [Vaxcyte, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001649094) [ PCVX ] | | | | |  |  |  |  |  | (Check all applicable) | | | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Director | | | |  |  | 10% Owner | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | |  | Other (specify | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | |  |  |  |  |  |  |  |
|  |  | (Last) | |  | (First) | | (Middle) |  |  |  |  |  |  |  |  |  | below) |  |  | below) |  |  |  |  |
|  |  |  | 06/01/2022 | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | C/O VAXCYTE, INC. | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 825 INDUSTRIAL ROAD, STE. 300 | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | |  |  |  |  |  |  |  |  |  |
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|  | (Street) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | | | |  |
|  |  | SAN CARLOS CA | | | | | 94070 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person |  |  |  |  |  |  |  |
|  |  | (City) | |  | (State) | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | | |  |  |  | | | |  | | | | | |  |  | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  | |  | |  | |  | | | |  |  | |  |  |  |  | | | | |  |  |  | |  | |  |  |  |  |
|  | **1. Title of Security (Instr. 3)** | | | | | | **2. Transaction** | | | | | **2A. Deemed** | | **3.** | |  | **4. Securities Acquired (A) or** | | | | | |  | **5. Amount of** | | **6. Ownership** | | **7. Nature** | | |  |
|  |  |  |  |  |  |  | **Date** |  |  |  |  | **Execution Date,** | |  | **Transaction** | | **Disposed Of (D) (Instr. 3, 4 and** | | | | | |  | **Securities** | | **Form: Direct** | | **of Indirect** | | |  |
|  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | | **if any** |  |  | **Code (Instr.** | | **5)** |  |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | | **Beneficial** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year) 8)** | | | |  |  |  |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** |  | **Amount** |  | **(A) or** | **Price** | | |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  | |  |  |  | | | |  |  |  |  |  |  |  | |  |  | |  |  | | |  |  |  |  |  |  |
|  | Common Stock | | | | |  | 06/01/2022 | | | | |  |  |  | A |  | 3,125(1) | | A | $0.00 | | | 3,125 | | |  | D |  |  |  |  |
|  |  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  | |  |  |  | |  | | | |  | | | |  |  | |  | |  |  | | |  |
|  | **1. Title of** | | | **2.** |  | **3. Transaction** | **3A. Deemed** | **4.** | |  |  | **5. Number** | | **6. Date Exercisable and** | | | | **7. Title and Amount** | | | | | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | |  |
|  | **Derivative** | | | **Conversion** | | **Date** | **Execution Date,** | **Transaction** | | | | **of** |  | **Expiration Date** | | |  | **of Securities** | | | | | **Derivative** | | **derivative** |  | **Ownership** | **of Indirect** | | |  |
|  | **Security** | | | **or Exercise** | | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | | | **Derivative** | | **(Month/Day/Year)** | | | | **Underlying** | |  |  |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | | | **Price of** | |  | **(Month/Day/Year)** | **8)** | |  |  | **Securities** | |  |  |  |  | **Derivative Security** | | | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  |  |  | **Derivative** | |  |  |  |  |  |  | **Acquired** | |  |  |  |  | **(Instr. 3 and 4)** | | | | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  |  |  | **Security** | |  |  |  |  |  |  | **(A) or** |  |  |  |  |  |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** | |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **of (D) (Instr.** | |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **3, 4 and 5)** | |  |  |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** | |  |  | **of** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | | | | **(A)** | **(D)** | **Exercisable** | | **Date** | | **Title** | | **Shares** | | |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Option | | | $22.7 |  | 06/01/2022 |  |  | A | | | 18,750 |  | (2) | | 05/31/2032 | | Common | | 18,750 | |  | $0.00 | | 18,750 |  | D |  |  |  |  |
|  | (right to | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |

buy)

**Explanation of Responses:**

1. Represents the number of shares of Common Stock underlying restricted stock units ("RSUs"). Each RSU represents the contingent right to receive one share of the Issuer's Common Stock. The RSUs will fully vest on the earlier of June 1, 2023 or the day prior to the next annual meeting of stockholders, subject to acceleration, and subject to the Reporting Person's continuous service through such date.
2. The shares of Common Stock subject to the option will vest monthly and fully vest on the earlier of June 1, 2023 or the day prior to the next annual meeting of stockholders, subject to acceleration, and subject to the Reporting Person's continuous service through such date.

**Remarks:**

Heath Lukatch, by /s/ Ron A. 06/03/2022



Metzger, Attorney-in-Fact



\*\* 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.**