

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

1. Name and Address of Reporting Person* <u>PICKERING GRANT</u> (Last) (First) (Middle) <u>C/O VAXCYTE, INC.</u> <u>825 INDUSTRIAL ROAD, STE. 300</u> (Street) <u>SAN CARLOS CA 94070</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vaxcyte, Inc. [PCVX]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>09/26/2022</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/28/2022</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <div>Chief Executive Officer</div> 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
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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								359,318 ⁽¹⁾⁽²⁾	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	Amount or Number of Shares				
Stock Option (right to buy)	\$0.04						(3)	04/23/2025	Common Stock	13,663		13,663 ⁽⁴⁾	D	
Stock Option (right to buy)	\$1.79						(3)	05/17/2027	Common Stock	117,225		117,225 ⁽⁵⁾	D	
Stock Option (right to buy)	\$2.03						(3)	07/23/2028	Common Stock	317,385		317,385 ⁽⁶⁾⁽⁷⁾	D	
Stock Option (right to buy)	\$5.35						(8)	04/17/2030	Common Stock	258,717		258,717 ⁽⁹⁾⁽¹⁰⁾	D	
Stock Option (right to buy)	\$20.93						(11)	03/31/2031	Common Stock	303,112		303,112 ⁽¹²⁾⁽¹³⁾	D	

Explanation of Responses:

1. On September 22, 2022, the Reporting Person entered into a divorce settlement agreement with his ex-spouse (the "Settlement Agreement") pursuant to a "domestic relations order" as defined in Section 16(a) (12) of the Securities Exchange Act of 1934, as amended. Since the date of the Reporting Person's ownership report filed on September 19, 2022 (the "Prior Ownership Report"), the Reporting Person effectively transferred 293,228 shares of Vaxcyte, Inc. Common Stock to his ex-spouse pursuant to the Settlement Agreement. Of these 293,228 shares, Reporting Person has transferred the economic interest in 28,632 shares. While the Reporting Person will retain these shares, the Reporting Person's ex-spouse will receive the economic benefit from, and has sole discretion with respect to, the portion of the shares representing the spouse's transferred economic interest, including any sales of shares underlying such portion. Continued in footnote 2.
2. Continued from footnote 1. Accordingly, the Reporting Person will not report beneficial ownership of or dispositions of the disposed shares or the portion of such shares representing his ex-spouse's transferred economic interest, nor will the Reporting Person report beneficial ownership of or acquisitions or dispositions of the shares, in future Section 16(a) filings.
3. The shares subject to the option representing the Reporting Person's remaining economic interest are fully vested and exercisable.
4. Since the date of the Prior Ownership Report, Reporting Person transferred 13,663 stock options to Reporting Person's ex-spouse pursuant to the Settlement Agreement. The Reporting Person will no longer report beneficial ownership of these stock options, or acquisitions or dispositions of the underlying shares, in future Section 16(a) filings.
5. Since the date of the Prior Ownership Report, Reporting Person transferred 117,225 stock options to Reporting Person's ex-spouse pursuant to the Settlement Agreement. The Reporting Person will no longer report beneficial ownership of these stock options, or acquisitions or dispositions of the underlying shares, in future Section 16(a) filings.
6. Since the date of the Prior Ownership Report, Reporting Person effectively transferred 276,947 stock options to Reporting Person's ex-spouse pursuant to the Settlement Agreement. Of these 276,947 stock options, Reporting Person has transferred the economic interest in 91,457 stock options, all of which he will currently hold in constructive trust. While the Reporting Person will retain these stock options, the Reporting Person's ex-spouse will receive the economic benefit from, and has sole discretion with respect to, the portion of the stock options representing the spouse's transferred economic interest, including exercises thereof and sales of shares underlying such portion. Continued in footnote 7.
7. Continued from footnote 6. Accordingly, the Reporting Person will not report beneficial ownership of or dispositions of the disposed stock options or the portion of such stock options representing his ex-spouse's transferred economic interest, nor will the Reporting Person report beneficial ownership of or acquisitions or dispositions of the underlying shares, in future Section 16(a) filings.
8. As of the date of transfer, the shares subject to the option representing the reporting person's remaining economic interest will vest in monthly installments from October 20, 2022 to March 20, 2024.
9. Since the date of the Prior Ownership Report, Reporting Person effectively transferred 108,840 stock options to Reporting Person's ex-spouse pursuant to the Settlement Agreement. Of these 108,840 stock options, Reporting Person has transferred the economic interest in 21,241 stock options, all of which he will currently hold in constructive trust. While the Reporting Person will retain these stock options, the Reporting Person's ex-spouse will receive the economic benefit from, and has sole discretion with respect to, the portion of the stock options representing the spouse's transferred economic interest, including exercises thereof and sales of shares underlying such portion. Continued in footnote 10.
10. Continued from footnote 9. Accordingly, the Reporting Person will not report beneficial ownership of or dispositions of the disposed stock options or the portion of such stock options representing his ex-

spouse's transferred economic interest, nor will the Reporting Person report beneficial ownership of or acquisitions or dispositions of the underlying shares, in future Section 16(a) filings.

11. As of the date of transfer, the shares subject to the option representing the Reporting Person's remaining economic interest will vest in monthly installments from October 1, 2022 to April 1, 2025.

12. Since the date of the Prior Ownership Report, Reporting Person effectively transferred 6,888 stock options to Reporting Person's ex-spouse pursuant to the Settlement Agreement. Of these 6,888 stock options, Reporting Person has transferred the economic interest in 1,575 stock options, all of which he will currently hold in constructive trust. While the Reporting Person will retain these stock options, the Reporting Person's ex-spouse will receive the economic benefit from, and has sole discretion with respect to, the portion of the stock options representing the spouse's transferred economic interest, including exercises thereof and sales of shares underlying such portion. Continued in footnote 13.

13. Continued from footnote 12. Accordingly, the Reporting Person will not report beneficial ownership of or dispositions of the disposed stock options or the portion of such stock options representing his ex-spouse's transferred economic interest, nor will the Reporting Person report beneficial ownership of or acquisitions or dispositions of the underlying shares, in future Section 16(a) filings.

Remarks:

This amendment to Form 4 is being filed solely to report exempt transfers pursuant to a domestic relations order that were not reported in the original Form 4 filing as final numbers were not yet available at the time of filing.

[Grant Pickering, by /s/ Ron A. Metzger, Attorney-in-Fact](#) [09/30/2022](#)

** 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.

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