

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Sauer Paul</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) _____ X _____ <u>SVP Process Dev, Manufacturing</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/05/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O VAXCYTE, INC. 353 HATCH DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) FOSTER CITY CA 94404								
(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	04/05/2021		J ⁽¹⁾		38,308	D	\$0.00	39,591	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)	\$0.8	04/05/2021		J ⁽¹⁾	V		4,168	(2)	04/19/2026	Common Stock	4,168	\$0.00	4,168	D	
Stock Option (right to buy)	\$1.79	04/05/2021		J ⁽¹⁾	V		14,253	(2)	05/17/2027	Common Stock	14,253	\$0.00	7,173	D	
Stock Option (right to buy)	\$2.03	04/05/2021		J ⁽¹⁾	V		21,871	(3)	07/23/2028	Common Stock	21,871	\$0.00	48,197	D	
Stock Option (right to buy)	\$2.03	04/05/2021		J ⁽¹⁾	V		7,611	(4)	03/20/2029	Common Stock	7,611	\$0.00	22,027	D	

Explanation of Responses:

- Transfer of shares and the reporting person's economic interest in stock options (right to buy) to reporting person's spouse pursuant to a property settlement agreement in connection with separation proceedings. While the reporting person will retain the options, the reporting person's spouse will receive the economic benefit from, and has sole discretion with respect to, the portion of the options representing the spouse's transferred economic interest, including exercises thereof and sales of shares underlying such portion. Accordingly, the reporting person will not report beneficial ownership of or dispositions of the portion of such options representing the 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.
- The shares subject to the option representing the reporting person's remaining economic interest are fully vested and exercisable.
- 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 with respect to 1,459 shares from April 24, 2021 to July 24, 2022.
- 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 with respect to 617 shares from May 1, 2021 to January 1, 2023.

Remarks:

/s/ Winston Macaraeg,
Attorney-in-Fact

04/07/2021

** 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.