
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 333-271486

Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 333-261061

*UNDER
THE SECURITIES ACT OF 1933*

VAXXINITY, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

86-2083865
(I.R.S. Employer
Identification No.)

**505 Odyssey Way
Merritt Island, Florida 32953**
(Address of Principal Executive Offices)

**Vaxxinity, Inc. 2021 Stock Option and Grant Plan
Vaxxinity, Inc. 2021 Omnibus Incentive Compensation Plan
Vaxxinity, Inc. 2021 Employee Stock Purchase Plan
Non-Qualified Stock Option Award Agreements for Mei Mei Hu
Non-Qualified Stock Option Award Agreement for Lou Reese
(Full title of the plans)**

**Mei Mei Hu
Chief Executive Officer
Vaxxinity, Inc.
500 Odyssey Way
Merritt Island, Florida 32953
(254) 244-5739**
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Courtney M.W. Tygesson
Amanda Weiss
110 N. Wacker Dr.
Suite 4200**

**Sumita Ray, J.D.
Chief Legal, Compliance & Administrative Officer
Vaxxinity, Inc.
500 Odyssey Way**

Chicago, Illinois 60606
(312) 881-6500

Merritt Island, Florida 32953
(254) 244-5739

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF SECURITIES

Vaxxinity, Inc., a Delaware corporation (the “*Company*”), is filing these post-effective amendments (these “*Post-Effective Amendments*”) to the following Registration Statements on Form S-8 (each, a “*Registration Statement*” and collectively, the “*Registration Statements*”), which have been previously filed by the Company with the Securities and Exchange Commission (the “*SEC*”), to deregister any and all shares of the Company’s Class A common stock, par value \$0.0001 per share (“*Class A Common Stock*”), registered but unsold or otherwise unissued under each such Registration Statement as of the date hereof:

- Registration Statement on [Form S-8](#) (File No. 333-271486), filed with the SEC on April 28, 2023, as amended by that certain [Post-Effective Amendment No. 1](#), filed with the SEC on May 5, 2023, registering 3,186,306 shares of Class A Common Stock issuable under the Vaxxinity, Inc. Omnibus Incentive Compensation Plan (the “*2021 Omnibus Incentive Plan*”); and
- Registration Statement on [Form S-8](#) (File No. 333-261061), filed with the SEC on November 15, 2021, as amended by that certain [Post-Effective Amendment No. 1](#), filed with the SEC on April 28, 2023, registering 14,351,892 shares of Class A Common Stock issuable under the Vaxxinity, Inc. 2021 Stock Option and Grant Plan, 8,700,000 shares of Class A Common Stock issuable under the 2021 Omnibus Incentive Plan, 2,300,000 shares of Class A Common Stock issuable under the Vaxxinity, Inc. 2021 Employee Stock Purchase Plan, 3,370,621 shares of Class A Common Stock issuable under the Vaxxinity, Inc. Non-Qualified Stock Option Award Agreements for Mei Mei Hu, and 2,991,835 shares of Class A Common Stock issuable under the Vaxxinity, Inc. Non-Qualified Stock Option Award Agreements for Lou Reese.

On April 19, 2024, the Company announced its intention to voluntarily delist its Class A Common Stock from the Nasdaq Stock Market LLC (“*Nasdaq*”) and to deregister its Class A Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). On April 29, 2024, the Company filed a Form 25 with the SEC to remove its Class A Common Stock from listing and registration on Nasdaq. Following the effectiveness of the Form 25, the Company intends to file a Form 15 with the SEC to suspend its reporting obligations under the Exchange Act.

In connection with the Company’s voluntary decision to delist and deregister its Class A Common Stock, by filing these Post-Effective Amendments, the Company has terminated any and all offerings of its securities pursuant to the Registration Statements. Accordingly, the Company hereby terminates the effectiveness of each Registration Statement and, in accordance with an undertaking made by the Company in Part II of each Registration Statement to remove from registration, by means of post-effective amendment, removes from registration any and all securities of the Company registered for issuance but remain unsold or otherwise unissued under the Registration Statements as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Merritt Island, State of Florida, on April 30, 2024.

VAXXINITY, INC.

By: /s/ Mei Mei Hu
Mei Mei Hu
Chief Executive Officer

No other person is required to sign these Post-Effective Amendments in reliance upon Rule 478 under the Securities Act of 1933, as amended.