

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):

January 30, 2023

Vaxxinity, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-261063
(Commission
File Number)

86-2083865
(IRS Employer
Identification No.)

**505 Odyssey Way
Exploration Park, FL 32953**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (254) 244-5739

**1717 Main St, Ste 3388
Dallas, TX 75201**
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	VAXX	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Directors

On January 30, 2023, Mr. Greg Blatt and Mr. James Chui resigned from their positions as members of the Board of Directors (the “Board”) of Vaxxinity, Inc. (the “Company”) and all committees of the Board on which they served. Mr. Blatt and Mr. Chui’s resignations were not a result of any disagreement between Mr. Blatt or Mr. Chui and the Company on any matter relating to the Company’s operations, policies or practices.

Increase in Board Size; Appointment of Directors

On January 31, 2023, the Board increased the size of the Board from seven members to nine members and appointed Katherine Eade, Landon Ogilvie, James A. Smith and Gabrielle Toledano (the “New Members”) as members of the Board, effective February 1, 2023.

The New Members will receive customary compensation from the Company for serving as non-employee directors, in accordance with the Company’s Non-Employee Director Compensation Policy as described in the Company’s Definitive Proxy Statement, under the heading “Director Compensation,” filed with the U.S. Securities and Exchange Commission (the “SEC”) on May 2, 2022 and incorporated by reference herein. However, the New Members will not receive an initial stock option award upon joining the Board and will instead become eligible to receive stock option awards beginning with the Company’s next annual stockholders meeting.

Effective upon the appointment of the New Members, the Board reconstituted its committees as follows:

Audit Committee: George Hornig (Chair), Peter Diamandis, Katherine Eade and James A. Smith

Compensation Committee: Gabrielle Toledano (Chair), Peter Diamandis and Landon Ogilvie

Nominating and Governance Committee: Peter Diamandis (Chair) and Gabrielle Toledano

The Board determined that each of the New Members is independent pursuant to the director independence standards established under the Nasdaq Listing Rules and that Katherine Eade and James A. Smith meet the additional requirements for service on the Company’s Audit Committee. The Board designated Landon Ogilvie as the Lead Independent Director.

There are no arrangements or understandings between the New Members and any other person pursuant to which the New Members were appointed as directors. None of the New Members has any family relationships with any of the Company’s directors or executive officers. There are no transactions to which the Company is a party and in which any of the New Members have a material interest that are required to be disclosed under Item 404(a) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VAXXINITY, INC.

Date: February 3, 2023

By: /s/ René Paula

Name: René Paula

Title: General Counsel and Secretary

