

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Diamandis Peter</u>  (Last) (First) (Middle) <u>C/O VAXXINITY, INC</u> <u>1717 MAIN ST, STE 3388</u>  (Street) <u>DALLAS TX 75201</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/10/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Vaxxinity, Inc. [ VAXX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class B common stock<sup>(1)</sup></u>	<u>1,099,915</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series A preferred stock</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A common stock</u>	<u>(2)</u>	<u>(2)</u>	<u>I</u>	<u>See Note<sup>(3)</sup></u>
<u>Stock option (right to buy)</u>	<u>(4)</u>	<u>03/01/2031</u>	<u>Class A common stock</u>	<u>779,142</u>	<u>1.209</u>	<u>D</u>	
<u>Stock option (right to buy)</u>	<u>(5)</u>	<u>03/01/2031</u>	<u>Class A common stock</u>	<u>528,046</u>	<u>0.5681</u>	<u>D</u>	
<u>Stock option (right to buy)</u>	<u>(6)</u>	<u>(6)</u>	<u>Class A common stock</u>	<u>815,955</u>	<u>4.1192</u>	<u>D</u>	

**Explanation of Responses:**

- The Class B common stock is convertible into Class A common stock on a one-for-one basis and has no expiration date.
- The 21,511 shares of Series A preferred stock will convert into 13,824 shares of Class A common stock automatically upon closing of the initial public offering based on a conversion rate of approximately 0.643 shares of Class A common stock for each share of Series A preferred stock.
- These shares are held by Kristin Diamandis, wife of the Reporting Person. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by Kristin Diamandis in which the Reporting Person has no pecuniary interest.
- Represents 528,046 time-vesting options. These options are subject to a four-year vesting schedule, with 25% having vested on 6/2/2021 and the remainder vesting in equal installments each month during the remainder of the vesting period.
- Represents 779,142 time-vesting options. These options are subject to a four year vesting schedule, beginning on December 31, 2019, vesting in equal installments each month during the vesting period.
- Represents 815,955 performance-vesting options. 80% of these options will vest upon closing of the initial public offering, with the remaining 20% vesting in the event that the Class A common stock maintains a 25% higher value than the initial public offering price of the Class A common stock for 20 days out of any consecutive 30-day period. Once vested, the option expires on the earlier of one year following vesting and 8/3/2031.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Rene Paula, attorney-  
in-fact for Peter Diamandis 11/10/2021

\*\* Signature of Reporting  
Person

Date

\* If the form is filed by more than one reporting person, see Instruction 5 (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.**

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Rene Paula as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a reporting person pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder of Vaxxinity, Inc. (the "Company"), Forms 3, 4 and 5, including any amendments thereto, in accordance with Section 16(a) of the Exchange Act;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and the applicable stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in the discretion of such attorney-in-fact.

The undersigned hereby grants to such attorney-in-fact full power and authority to act separately and to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or the substitute or substitutes of such attorney-in-fact, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this October 22, 2021.

/s/ Peter Diamandis

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Name:

Peter Diamandis

10/22/2021