

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>Prime Movers Lab Fund I LP</u>  (Last) (First) (Middle) P.O. BOX 12829  (Street) JACKSON WY 83002  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vaxxinity, Inc. [ VAXX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2021	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			
Class A common stock	11/15/2021		C		2,294,473	A	(1)	2,294,473	I	Held by COVAXX PML SPV 1 LP <sup>(2)(7)</sup>
Class A common stock	11/15/2021		C		861,857	A	(1)	861,857	I	Held by COVAXX PML SPV 2 LP <sup>(3)(7)</sup>
Class A common stock	11/15/2021		C		1,517,754	A	(1)	1,517,754	I	Held by COVAXX PML SPV 3 LP <sup>(4)(7)</sup>
Class A common stock	11/15/2021		C		3,615,038	A	(1)	3,615,038	I	Held by Prime Movers Growth Fund 1 LP <sup>(5)(7)</sup>
Class A common stock	11/15/2021		C		9,738,192	A	(1)	9,738,192	D <sup>(6)(7)</sup>	

**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
Series A preferred stock	(1)	11/15/2021		C		3,570,201		(1)	(1)	Class A common stock	2,294,473 <sup>(1)</sup>	(1)	0	I	Held by COVAXX PML SPV 1 LP <sup>(2)(7)</sup>
Series A preferred stock	(1)	11/15/2021		C		1,341,050		(1)	(1)	Class A common stock	861,857 <sup>(1)</sup>	(1)	0	I	Held by COVAXX PML SPV 2 LP <sup>(3)(7)</sup>
Series A preferred stock	(1)	11/15/2021		C		2,361,626		(1)	(1)	Class A common stock	1,517,754 <sup>(1)</sup>	(1)	0	I	Held by COVAXX PML SPV 3 LP <sup>(4)(7)</sup>
Series B preferred stock	(1)	11/15/2021		C		5,625,000		(1)	(1)	Class A common stock	3,615,038 <sup>(1)</sup>	(1)	0	I	Held by Prime Movers Growth Fund 1 LP <sup>(5)(7)</sup>
Series A preferred stock	(1)	11/15/2021		C		15,152,627		(1)	(1)	Class A common stock	9,738,192 <sup>(1)</sup>	(1)	0	D <sup>(6)(7)</sup>	

1. Name and Address of Reporting Person* <u>Prime Movers Lab Fund I LP</u>  (Last) (First) (Middle)
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P.O. BOX 12829

(Street)

JACKSON WY 83002

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Sloss Dakin](#)

(Last)

(First)

(Middle)

C/O PRIME MOVERS LAB FUND I LP

P.O. BOX 12829

(Street)

JACKSON WY 83002

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Shares of preferred stock automatically converted into shares of Class A common stock upon closing of the Issuer's initial public offering based on a conversion rate of approximately 0.643 shares of Class A common stock for each share of preferred stock.
2. Held by COVAXX PML SPV 1 LP ("PML SPV 1"). Prime Movers Lab GP I LLC ("PML GP I") is the general partner of Prime Movers Lab Fund I LP ("PML") and PML SPV 1.
3. Held by COVAXX PML SPV 2 LP ("PML SPV 2"). Prime Movers Lab GP II LLC ("PML GP II") is the general partner of PML SPV 2.
4. Held by COVAXX PML SPV 3 LP ("PML SPV 3"). PML GP II is the general partner of PML SPV 3.
5. Held by Prime Movers Growth Fund 1 LP ("PMG"). Prime Movers Growth GP I LLC ("PMG GP") is the general partner of PMG.
6. Held by PML. PML GP I is the general partner of PML.
7. Dakin Sloss is the manager of PML GP I, PML GP II and PMG GP, and may be deemed to beneficially own the securities held by PML, PMG, PML SPV 1, PML SPV 2 and PML SPV 3. Mr. Sloss disclaims any beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein.

**Remarks:**

[Prime Movers Lab Fund I LP /s/ Jon Layman, Authorized Person](#) 11/15/2021

[Dakin Sloss /s/ Jon Layman, Attorney-in-fact](#) 11/15/2021

\*\* 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.