

As filed with the Securities and Exchange Commission on April 28, 2023

Registration No. 333-261061

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8**

REGISTRATION STATEMENT 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 Number)

**505 Odyssey Way
Merritt Island, FL 32953**
(Address, including zip code, 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)

René Paula Molina
General Counsel and Secretary
Vaxxinity, Inc.
505 Odyssey Way
Merritt Island, FL 32953
Telephone: (254) 244-5739
(Name, address and telephone number, including area code, of agent for service)

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.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (this “Registration Statement”) is being filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended, solely to update the Consent of Independent Registered Public Accounting Firm by Armanino LLP, included as Exhibit 23.2 to the Registration Statement on Form S-8 (File No. 333-261061) filed with the Securities and Exchange Commission on November 15, 2021 (the “Original Filing”).

Except as described above, this Registration Statement does not update, amend or modify any other information, statement or disclosure contained in the Original Filing. No additional securities are being registered, and registration fees were paid upon filing of the Original Filing.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Reference is made under this Item 8 to the exhibit index included in this Registration Statement.

Exhibit Number	Exhibit Description
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on the signature page of the Original Filing).

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 27, 2023, with respect to the consolidated financial statements, included in the Annual Report of Vaxxinity, Inc. on Form 10-K as of and for the years ended December 31, 2022 and December 31, 2021, and the related consolidated statements of operations, convertible preferred stock and stockholders' equity (deficit), and cash flows for each of the two years ended December 31, 2022. We consent to the incorporation by reference of said report in the Registration Statement of Vaxxinity, Inc. on Form S-8 (File No. 333-261061).

/s/Armanino LLP
San Ramon, California

April 28, 2023