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,"

Large accelerated filer Non-accelerated filer		Accelerated filer Smaller reporting company Emerging growth company	
If an emerging growth company, in period for complying with any new of the Securities Act. \Box	dicate by check r or revised finance	nark if the registrant has elected not to use to cial accounting standards provided pursuant	he extended transition to Section 7(a)(2)(B)

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).

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 this Post-Effective Amendment No. 1 to the above-referenced Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Merritt Island, Florida, on April 28, 2023.

VAXXINITY, INC.

By: /s/ Mei Mei Hu

Name: Mei Mei Hu

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name /s/ Mei Mei Hu	Title President, Chief Executive Officer, and Director	Date April 28, 2023
Mei Mei Hu /s/ Jason Pesile	(Principal Executive Officer) Senior Vice President, Finance & Accounting	April 28, 2023
Jason Pesile	(Principal Financial Officer and Principal Accounting Officer) Executive Chairman	April 28, 2023
Louis Reese /s/ George Hornig	_Director	April 28, 2023
George Hornig /s/ Landon Ogilvie	_Director	April 28, 2023
Landon Ogilvie /s/ Gaby Toledano	_Director	April 28, 2023
Gaby Toledano *	_Director	April 28, 2023
Peter Diamandis		
/s/ Katherine Eade Katherine Eade	Director	April 28, 2023
/s/ Peter Powchik Peter Powchik	Director	April 28, 2023
/s/ James Smith James Smith	_Director	April 28, 2023
* By: /s/ Rene Paula Rene Paula M Attorney-in-F	Iolina	

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