

**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>Hu Mei Mei</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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p align="center"><u>See Remarks</u></p>	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 <input type="checkbox"/> 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)
Class A common stock	51,338,366	I	Held by United Biomedical Inc. See Note <sup>(1)</sup>
Class B common stock <sup>(2)</sup>	5,518,961	D	
Class B common stock <sup>(2)</sup>	3,955,512	I	Held by spouse. See Note <sup>(3)</sup>

**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			
Series A preferred stock	(4)	(4)	Class A common stock	(4)	(4)	I	Held by held by Blackfoot Healthcare Ventures LLC. See Note <sup>(5)</sup>
Series A preferred stock	(6)	(6)	Class A common stock	(6)	(6)	I	Held by United Biomedical Inc. See Note <sup>(1)</sup>
Series A preferred stock	(7)	(7)	Class A common stock	(7)	(7)	I	Held by United Biomedical Inc., Asia. See Note <sup>(8)</sup>
Stock option (right to buy)	(9)	(9)	Class B common stock <sup>(2)</sup>	2,991,835	10.0673	D	
Stock option (right to buy)	(10)	(10)	Class B common stock <sup>(2)</sup>	378,785	10.0673	D	
Stock option (right to buy)	(11)	01/26/2031	Class A common stock	1,590,547	0.284	D	
Warrant	(12)	(12)	Class A common stock	(12)	12.45	I	See Note <sup>(1)</sup>

**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			
Stock option (right to buy)	(13)	03/01/2031	Class A common stock	2,346,709	0.284	I	Held by spouse. See Note <sup>(3)</sup>
Stock option (right to buy)	(14)	(14)	Class B common stock <sup>(2)</sup>	2,991,835	10.0673	I	Held by spouse. See Note <sup>(3)</sup>

**Explanation of Responses:**

- These securities are held by United Biomedical Inc. ("UBI"). Mei Mei Hu, Louis Reese, Nean Hu and Chang Yi Wang, together as a group, control more than 50% of the equity interests of UBI, and together share investment control of all securities held by UBI. 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 UBI in which the Reporting Person has no pecuniary interest.
- Class B common stock is convertible to Class A common stock on a one-for-one basis and has no expiration date.
- These securities are held by Louis Reese, the Reporting Person's spouse. 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 Louis Reese in which the Reporting Person has no pecuniary interest.
- The 422,696 shares of Series A preferred stock will convert into 271,655 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 Blackfoot Healthcare Ventures LLC ("Blackfoot"). The Reporting Person is one of two shareholders of Blackfoot and may therefore be deemed to beneficially own the securities held by Blackfoot. 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 Blackfoot in which the Reporting Person has no pecuniary interest.
- The 384,410 shares of Series A preferred stock will convert into 247,050 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.
- The 6,554,643 shares of Series A preferred stock will convert into 4,212,495 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.
- Held by United Biomedical, Asia Inc. ("UBIA"). UBI, through a subsidiary, holds a majority equity interest in UBIA and may be deemed to be the beneficial owner of the shares held by UBIA. Mei Mei Hu, Louis Reese, Nean Hu and Chang Yi Wang, together as a group, control more than 50% of the equity interests of UBI, and together share investment control of all shares held by UBI. 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 UBI or UBIA in which the Reporting Person has no pecuniary interest.
- Represents 2,991,835 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 common stock maintains a 25% higher value than the initial public offering price for 20 days out of any consecutive 30-day period. The option expires on the earlier of one year following vesting and 8/3/2031.
- Represents 378,785 time-vesting options. These options are subject to a four-year time-vesting schedule, with 25% vesting on 1/26/2022 and the remainder vesting in equal installments each month during remainder of the vesting period.
- Represents 1,590,547 time-vesting options. These options are subject to a four-year time-vesting schedule, with 25% having vested on 1/1/2019 and the remainder vesting in equal installments each month during remainder of the vesting period.
- Represents 1,928,020 shares underlying a warrant. The warrant is currently exercisable.
- Represents 2,346,709 time-vesting options held by Louis Reese, the Reporting Person's spouse. These options are subject to a four-year time-vesting schedule, with 25% vested on 1/1/2018 and the remainder vesting in equal installments each month during remainder of the vesting period.
- Represents 2,991,835 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 common stock maintains a 25% higher value than the initial public offering price for 20 days out of any consecutive 30-day period. The option expires on the earlier of one year following vesting and 8/3/2031.

**Remarks:**

Chief Executive Officer and President The Reporting Person, Louis Reese, Blackfoot and UBI have entered into a voting agreement providing the Reporting Person with the authority (and irrevocable proxies) to vote the shares of capital stock held by such stockholders at the Reporting Persons' discretion on all matters to be voted upon by stockholders of Vaxxinty, Inc. 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 such stockholders in which the Reporting Person has no pecuniary interest. Exhibit 24 - Power of Attorney

/s/ Rene Paula, attorney-  
in-fact for Mei Mei Hu

11/10/2021

\*\* 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 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/ Mei Mei Hu

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Name:

Mei Mei Hu

10/22/2021