

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Reese Lou</u> (Last) (First) (Middle) <u>C/O VAXXINITY, INC.</u> <u>505 ODYSSEY WAY</u> (Street) <u>MERRITT ISLAND FL 32953</u> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Vaxxinity, Inc. [VAXX]</u>		3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2023</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>See Remarks</u>	
			4. 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 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			

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
Stock Option (right to buy)	\$2.29	03/07/2023		A		620,000		(1)	03/07/2033	Class A Common Stock	620,000	\$0.00	620,000	D	
Stock Option (right to buy)	\$2.29	03/07/2023		A		61,607		(2)	03/07/2033	Class A Common Stock	61,607	\$0.00	61,607	D	
Stock Option (right to buy)	\$2.29	03/07/2023		A		301,188		(3)	03/07/2033	Class A Common Stock	301,188	\$0.00	301,188	D	

Explanation of Responses:

- The options were issued to the Reporting Person pursuant to the Issuer's 2021 Omnibus Incentive Compensation Plan. Such options vest in 48 equal monthly installments beginning on March 7, 2023.
- The options were issued to the Reporting Person pursuant to the Issuer's 2021 Omnibus Incentive Compensation Plan. Such options are fully vested upon issuance. This one-time option grant was made in lieu of an annual cash bonus payment to Mr. Reese.
- The options were issued to the Reporting Person pursuant to the Issuer's 2021 Omnibus Incentive Compensation Plan. Such options vest in 12 equal monthly installments beginning on January 1, 2023. The one-time option grant was made in consideration of Mr. Reese waiving his salary for fiscal years 2022 and 2023.

Remarks:

Executive Chairman.

/s/ Rene Paula Molina as 04/05/2023
Attorney-in-Fact for Lou Reese

** 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.