
**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 Omnibus Incentive Compensation Plan
(Full title of the plan)

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 on Form S-8 (the “Registration Statement”) is being filed to include a signed consent of Armanino LLP and a signed legal opinion and consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (“Mintz”). The Form S-8 (Registration No. 333-271486) previously filed with the Securities and Exchange Commission on April 28, 2023 (the “Original Filing”) included the consent of Armanino LLP, the Company’s independent registered public accounting firm (the “Auditor Consent”), as Exhibit 23.1 and the opinion and consent of Mintz (the “Legal Opinion”) as Exhibit 5.1 but did not include the conformed signatures of Armanino LLP and Mintz in the Auditor Consent and the Legal Opinion, respectively.

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.

Exhibit Number	Exhibit Description	Incorporated by Reference		Number	Filed Herewith
		Form	Date		
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.				X
23.1	Consent of Armanino LLP, independent registered public accounting firm.				X
23.2	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1).				X
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 May 5, 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 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<u>/s/ Mei Mei Hu</u> Mei Mei Hu	President, Chief Executive Officer, and Director <i>(Principal Executive Officer)</i>	May 5, 2023
<u>/s/ Jason Pesile</u> Jason Pesile	Senior Vice President, Finance & Accounting <i>(Principal Financial Officer and Principal Accounting Officer)</i>	May 5, 2023
<u>*</u> Louis Reese	Executive Chairman	May 5, 2023
<u>*</u> George Hornig	Director	May 5, 2023
<u>*</u> Landon Ogilvie	Director	May 5, 2023
<u>*</u> Gaby Toledano	Director	May 5, 2023
<u>*</u> Peter Diamandis	Director	May 5, 2023
<u>*</u> Katherine Eade	Director	May 5, 2023
<u>*</u> Peter Powchik	Director	May 5, 2023
<u>*</u> James Smith	Director	May 5, 2023

*By: /s/ René Paula Molina
René Paula Molina
Attorney-in-Fact



Exhibit 5.1
One Financial Center
Boston, MA 02111
617 542 6000
mintz.com

April 28, 2023

Vaxxinity, Inc.
505 Odyssey Way
Merritt Island, FL 32953

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as legal counsel to Vaxxinity, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the “Securities Act”), of an aggregate of 3,186,306 shares (the “Shares”) of the Company’s Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), in accordance with the terms of the Vaxxinity, Inc. 2021 Omnibus Incentive Compensation Plan (the “Plan”). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plan.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any

BOSTON LOS ANGELES NEW YORK SAN DIEGO SAN FRANCISCO TORONTO WASHINGTON

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

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change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO,
P.C.

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO,
P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 27, 2023 relating to the consolidated financial statements, which appears in Vaxxinity, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ Armanino LLP
Armanino LLP
San Ramon, California

April 28, 2023