

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):

March 17, 2022

Vaxxinity, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-261063
(Commission
File Number)

86-2083865
(IRS Employer
Identification No.)

**1717 Main St, Ste 338
Dallas, TX, 75201**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (254) 244-5739

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	VAXX	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Increase in Board Size; Appointment of Director ; Resignation of Officer

On March 17, 2022, the Board of Directors (“Board”) of Vaxxinity, Inc. (the “Company”) increased the size of the Board from six members to seven and elected Peter Powchik as a member of the Board, effective March 31, 2022. On the same date, Mr. Powchik will retire as the Company’s Executive Vice President, Research & Development.

Mr. Powchik will receive customary compensation from the Company for serving as a non-employee director, in accordance with the Company’s Non-Employee Director Compensation Policy as described in the Company’s Prospectus, filed with the U.S. Securities and Exchange Commission (the “SEC”) on November 12, 2021 and incorporated by reference herein.

The Board has not appointed Mr. Powchik to any committees.

Mr. Powchik is not a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K.

Item 5.08. Shareholder Director Nominations.

On March 17, 2022, the Board established the date of the Company’s 2022 Annual Meeting of Stockholders (the “2022 Annual Meeting”). The 2022 Annual Meeting will be held on June 21, 2022, at 10:00 am EST, and the record date for the 2022 Annual Meeting will be April 22, 2022. The Company is holding the 2022 Annual Meeting as a virtual-only meeting, which will be conducted via live audio online webcast.

Because the Company did not hold an annual meeting of stockholders the previous year, stockholders must submit any director nomination or other proposal that they wish to be considered for inclusion in the Company’s proxy materials for the 2022 Annual Meeting to the Company’s Secretary at Vaxxinity, Inc., 1717 Main St., Ste. 338, Dallas Texas 75201, Attn: Corporate Secretary, before 5:00 pm EST on April 5, 2022, which date the Company has determined to be a reasonable time before it expects to begin to print and distribute its proxy materials.

In addition to timely submission on or before April 5, 2022, stockholders who desire to include director nominations and other proposals in the Company’s proxy materials for the 2022 Annual Meeting must also comply with all applicable SEC rules, including Rule 14a-8, the Delaware General Corporation Law, and the Company’s Amended and Restated Bylaws.

Item 7.01. Regulation FD Disclosure.

The Company issued a press release on March 21, 2022 announcing the appointment of Peter Powchik as a member of the Board. A copy of the press release is furnished as Exhibit 99.1 to this report.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Vaxxinity, Inc. on March 21, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Vaxxinity, Inc.

Date: March 21, 2022

By: /s/ René Paula

Name: René Paula
Title: General Counsel and
Secretary

Vaxxinity Appoints Dr. Peter Powchik to Board of Directors

DALLAS, March 21, 2022 (GLOBE NEWSWIRE) -- Vaxxinity, Inc. (Nasdaq: VAXX), a U.S. company pioneering the development of a new class of immunotherapeutic vaccines for chronic diseases, today announced that Peter Powchik, M.D. is joining its Board of Directors and will be retiring as Vaxxinity's Executive Vice President, Research & Development. This transition will be effective March 31, 2022 and will increase the size of the Board to seven.

"Peter is a rockstar of drug development who has contributed to the approval of over half a dozen new drugs that help patients to this day. We are fortunate to have him joining our Board where we may continue to leverage his considerable expertise to develop vaccines and treat chronic diseases," said Lou Reese, Executive Chairman of Vaxxinity.

"Vaxxinity is continuing to build a world-class team of scientists and drug development experts with the drive to change the way we treat chronic diseases, and helping to achieve our goal of making safe, effective and affordable treatments to democratize health," said Dr. Peter Powchik. "We have a unique platform that has the potential to disrupt the current treatment paradigms in chronic diseases and allow us to rethink how medicines are developed and delivered. By utilizing a vaccine approach, Vaxxinity can not only provide medicines that are more affordable and convenient, but also in combinations and stages of disease that were previously impractical. I look forward to my next chapter with this dynamic company."

Prior to joining Vaxxinity and its predecessor, United Neuroscience, Dr. Powchik was Senior Vice President, Head of Clinical Development at Regeneron Pharmaceuticals from 2006 to 2018, where he oversaw the development of Regeneron's first seven approved drugs and helped to build its development and regulatory infrastructure. Peter led the development of

multiple products to licensure including Eylea®, Kevzara®, Arcalyst®, Dupixent® and Praluent® against PCSK9 for hypercholesterolemia. He also served various roles in clinical development including at Chugai Pharma USA, Novartis overseeing the development and approval of Ritalin LA® and Focalin® and Sepracor where he initiated the development of Lunesta®. He is a board-certified psychiatrist trained at NYU School of Medicine, Mount Sinai Medical Center (NYC), and Columbia University College of Physicians and Surgeons.

“We thank Peter for his outstanding contribution to Vaxxinity and warmly welcome him to our Board of Directors,” said Mei Mei Hu, Chief Executive Officer of Vaxxinity. “Peter has been instrumental in defining our path and shaping our journey to create next generation vaccines to serve the underserved around the world and democratize health.”

About Vaxxinity

Vaxxinity, Inc. is a purpose-driven biotechnology company committed to democratizing healthcare across the globe. The company is pioneering a new class of synthetic, peptide-based immunotherapeutic vaccines aimed at disrupting the existing treatment paradigm for chronic disease, increasingly dominated by monoclonal antibodies, which suffer from prohibitive costs and cumbersome administration. The company's proprietary technology platform has enabled the innovation of novel pipeline candidates designed to bring the efficiency of vaccines to the treatment of chronic diseases, including Alzheimer's, Parkinson's, migraine, and hypercholesterolemia. The technology is also implemented as part of a COVID-19 vaccine program. Vaxxinity has optimized its pipeline to achieve a potentially historic, global impact on human health.

For more information about Vaxxinity, Inc., visit www.vaxxinity.com and follow us on social media @vaxxinity.

Forward-looking Statement

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The use of certain words, including "believe," "may," "continue," "advancing," and "will" and similar expressions, are intended to identify forward-looking statements.

These forward-looking statements involve substantial risks and uncertainties, including statements that are based on the current expectations and assumptions of Vaxxinity's management about the development of a new class of immunotherapeutic vaccines and the innovation and efficacy of Vaxxinity's product candidates. Various important

factors could cause actual results or events to differ materially from those that may be expressed or implied by our forward-looking statements.

Additional important factors to be considered in connection with forward-looking statements are described in the "Risk Factors" section of the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on December 23, 2021. The forward-looking statements are made as of this date and Vaxxinity does not undertake any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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