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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO FORM S-3  
REGISTRATION STATEMENT NO. 333-273822**

*UNDER  
THE SECURITIES ACT OF 1933*

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**VAXXINITY, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation or organization)

**86-2083865**

(I.R.S Employer Identification Number)

**505 Odyssey Way  
Merritt Island, Florida 32953**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Mei Mei Hu  
Chief Executive Officer  
Vaxxinity, Inc.  
500 Odyssey Way  
Merritt Island, Florida 32953  
(254) 244-5739**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Courtney M.W. Tygesson  
Amanda Weiss  
110 N. Wacker Dr.  
Suite 4200  
Chicago, Illinois 60606  
(312) 881-6500**

**Sumita Ray, J.D.  
Chief Legal, Compliance & Administrative Officer  
Vaxxinity, Inc.  
500 Odyssey Way  
Merritt Island, Florida 32953  
(254) 244-5739**

**Approximate date of commencement of proposed sale to the public:** Not applicable. The registrant is filing this post-effective amendment to remove from registration any securities registered hereunder that remain unsold.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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.

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## DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (this “*Post-Effective Amendment*”), relates to the Registration Statement on [Form S-3](#) (File No. 333-273822) (the “*Registration Statement*”), filed by Vaxxinity, Inc., a Delaware corporation (the “*Company*”), on August 9, 2023, with the Securities and Exchange Commission (the “*SEC*”) to register the sale from time to time of up to \$300,000,000 in total of the following securities: (i) the Company’s Class A common stock, par value \$0.0001 per share (the “*Class A Common Stock*”); (ii) the Company’s preferred stock, par value \$0.0001 per share; (iii) debt securities; (iv) warrants to purchase the Company’s debt or equity securities or securities of third parties or other rights; (v) subscription rights to purchase our securities; and (vi) units consisting of one or more warrants, debt securities, shares of preferred stock, shares of Class A Common Stock or any combination of such securities (collectively, the “*Registered Securities*”). The Registration Statement was declared effective on August 18, 2023.

On April 19, 2024, the Company announced its intention to voluntarily delist its Class A Common Stock from the Nasdaq Stock Market LLC (“*Nasdaq*”) and to deregister its Class A Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). On April 29, 2024, the Company filed a Form 25 with the SEC to remove its Class A Common Stock from listing and registration on Nasdaq. Following the effectiveness of the Form 25, the Company intends to file a Form 15 with the SEC to suspend its reporting obligations under the Exchange Act.

In connection with the Company’s voluntary decision to delist and deregister its Class A Common Stock, by filing this Post-Effective Amendment, the Company has terminated the offerings of the Registered Securities pursuant to the Registration Statement. Accordingly, the Company hereby terminates the effectiveness of the Registration Statement and, in accordance with an undertaking made by the Company in Part II of the Registration Statement to remove from registration, by means of post-effective amendment, removes from registration any and all of the Registered Securities that remain unsold under the Registration Statement as of the date hereof. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of all such securities.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Merritt Island, State of Florida, on April 30, 2024.

**VAXXINITY, INC.**

By: /s/ Mei Mei Hu  
Mei Mei Hu  
Chief Executive Officer

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.