

**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):**

**January 3, 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
<b>Class A Common Stock, par value \$0.0001 per share</b>	<b>VAXX</b>	<b>The Nasdaq Global Market</b>

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.**

*Appointment of Principal Accounting Officer*

On January 3, 2022, Vaxxinity, Inc. (the “Company”) appointed Jason Pesile, MBA, CPA, as Senior Vice President, Finance & Accounting. The Company also designated him as the Company’s principal accounting officer, effective January 3, 2022.

Jason Pesile, age 48, is a seasoned finance executive with 20 years of experience in the biopharmaceutical space and most recently served as Vice President Finance, Corporate Controller at BeyondSpring Pharmaceuticals, a pharmaceutical research company, from 2020-2021. Prior to that, Mr. Pesile was the Executive Director, Finance, at Progenics Pharmaceuticals, Inc., a pharmaceutical research company, from 2016-2020. He has worked at multiple biopharma companies in the past 10 years, where he led various aspects of financial operations, including accounting, financial reporting, audit and financial planning. Earlier in his career, Mr. Pesile worked in management consulting, and as a global project manager at Schering-Plough and Merck focused on post-merger integration. Jason graduated from the Wharton School of the University of Pennsylvania with a B.S. degree in Finance and holds an MBA from Columbia Business School. He is a Certified Public Accountant in the State of New Jersey.

In connection with Mr. Pesile’s appointment as Senior Vice President, Finance & Accounting, the Company and Mr. Pesile have entered into an offer letter (the “Offer Letter”) setting forth the material terms of Mr. Pesile’s employment with the Company, which are summarized below.

- *Base Salary and Incentive Compensation.* Mr. Pesile will receive a base salary of \$310,000 and will be eligible to participate in all of the Company’s compensation and benefit plans and programs. Mr. Pesile will have a target bonus of 30% of his base salary. The bonus shall be determined in the sole discretion of the Company based in part on his performance and the overall performance of the Company during the calendar year.
- *One-Time New Hire Awards .* In connection with his appointment, Mr. Pesile will receive new-hire, one-time awards as follows: (i) a cash award in the amount of \$80,000, which is subject to certain repayment provisions, and (ii) a stock option award with a targeted value of \$201,500 on the grant date, of which 25% will vest on the first anniversary of Mr. Pesile’s start date and the remainder in equal quarterly installments each quarterly period thereafter.
- *Indemnification.* In connection with his appointment, the Company will also enter into an Indemnification Agreement with Mr. Pesile which sets forth the terms of the Company’s contractual obligation to provide indemnification, advance expenses, provide insurance, and related provisions. The Indemnification Agreement shall be in the form previously approved by the Board.

The description above is a summary of the material terms of the Offer Letter and the Indemnification Agreement and each is qualified in its entirety by reference to such document. The Offer Letter will be filed as an exhibit to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2022 and the Form of Indemnification Agreement was filed as Exhibit 10.1 to the Company's Registration Statement on Form S-1/A on November 5, 2021, and each is incorporated by reference herein.

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

*Increase in Board Size; Appointment of Director ; Committee Changes*

On January 3, 2022, the Company's Board of Directors ("Board") increased the size of the Board from five members to six and appointed George Hornig as a member of the Board. The Board also designated Mr. Hornig as the Company's new independent director and chair of the Board's Audit Committee, effective January 3, 2022.

Effective upon the appointment of Mr. Horning to the Board, the Board also appointed Greg Blatt to serve as chair of the Board's Compensation committee and Peter Diamandis to serve as chair of the Nominating and Governance Committee.

George Hornig, age 67, is currently the Chairman of Xometry (Nasdaq: XMTR), an AI-driven platform for on-demand manufacturing of industrial parts. Mr. Horning joined Xometry's Board of Directors in 2013. Mr. Horning is also Co-Chairman (and Audit Chairman) of Healthwell Acquisition Corp., a special purpose acquisition company (appointed in 2021), Managing Partner and Co-Founder of The Seed Lab, an early-stage venture fund that he joined in 2019, and a director for Syntax Advisors, an investment advisor (since 2018). From 2010-2016, Mr. Hornig was Senior Managing Director and COO of PineBridge Investments (formerly AIG Investment Management). Prior to joining PineBridge, Mr. Hornig spent 11 years at Credit Suisse Asset Management as Managing Director and Global COO. From 1993-1999, Mr. Hornig was Executive Vice President of Deutsche Bank Americas. Earlier in his career, Mr. Horning was Managing Director and COO of Wasserstein Perella & Co, worked in the M&A group of First Boston and was an Associate with the law firm of Skadden, Arps, Slate, Meagher & Flom LLP. During his career, Mr. Hornig has served as a Director of Forrester Research, Unity Mutual Life, Veridian Group, KBL Merger Corp IV, Office Tiger, Daily Candy and Merchants Preferred. Mr. Hornig received his A.B., J.D. and M.B.A. from Harvard University.

Mr. Hornig will receive customary compensation from the Company for serving as a non-employee director and chair of the Audit Committee, 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 on November 12, 2021 and incorporated by reference herein.

The Board has determined that Mr. Hornig meets the independent standards adopted by the Board in compliance with the Nasdaq corporate governance listing standards and Item 407(a) of Regulation S-K.

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

**Item 7.01. Regulation FD Disclosure.**

The Company issued a press release on January 4, 2022 announcing the appointment of Jason Pesile as the Company's Senior Vice President, Finance & Accounting and George Hornig 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	<a href="#">Press Release issued by Vaxxinity, Inc. on January 4, 2022.</a>
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: January 4, 2022

By: /s/ René Paula Molina  
Name: René Paula Molina  
Title: General Counsel and  
Secretary

**Vaxxinity Appoints Jason Pesile as SVP, Finance & Accounting, and George Hornig to Board of Directors**

**DALLAS, Texas, January 4, 2022 (GLOBE NEWSWIRE)** – Vaxxinity, Inc. (Nasdaq: VAXX), a U.S. company pioneering the development of a new class of immunotherapeutic vaccines, today announced the appointment of Jason Pesile, MBA, CPA, as Senior Vice President, Finance & Accounting. The Company also announced today the appointment of George Hornig, Chairman of Xometry, to its Board of Directors.

Mr. Hornig will be the new independent director to chair the Audit Committee, with current Board members Greg Blatt and Peter Diamandis moving to chair the Compensation Committee and Nominating and Governance Committee, respectively.

“We are thrilled to welcome Jason to our management team and George to the Vaxxinity Board,” said Mei Mei Hu, Chief Executive Officer of Vaxxinity. “Jason is a well-regarded financial industry leader with expertise managing financial functions within the biopharmaceutical sector and will undoubtedly help us operationally as we continue advancing multiple vaccine candidates through clinical development. The addition of George to our Board of Directors further strengthens our leadership team by bringing nearly 40 years of senior executive-level experience at large, global financial institutions to Vaxxinity.”

Mr. Pesile is a seasoned finance executive with 20 years of experience in the biopharmaceutical space and most recently served as Vice President Finance, Corporate Controller at BeyondSpring Pharmaceuticals. He has worked at multiple biopharma companies in the past 10 years, where he led various aspects of financial operations, including accounting, financial reporting, audit and financial planning. Earlier in his career, Jason worked in management consulting and as a global project manager at Schering-Plough and Merck focused on post-merger integration. Jason graduated from the Wharton School of the University of Pennsylvania with a B.S. degree in Finance and holds an MBA from Columbia Business School. He is a certified public accountant in the State of New Jersey.

Mr. Hornig is currently Chairman of Xometry (Nasdaq: XMTR), an AI-driven platform for on-demand manufacturing of industrial parts, and Co-Chairman (and Audit Chairman) of Healthwell Acquisition Corp., a special purpose acquisition company. Mr. Hornig is also Managing Partner and Co-Founder of The Seed Lab, an early-stage venture fund. From 2010-2016, Mr. Hornig was Senior Managing Director and COO of PineBridge Investments (formerly AIG Investment Management). Prior to joining PineBridge, Mr. Hornig spent 11 years at Credit Suisse Asset Management as Managing Director and Global COO. From 1993-1999, Mr. Hornig was Executive Vice President of Deutsche Bank Americas. Earlier in his career Mr. Hornig was Managing Director and COO of Wasserstein Perella & Co., worked in the M&A group of First Boston and was an Associate with the law firm of Skadden, Arps, Slate, Meagher & Flom LLP. During his career, Mr. Hornig has served as a Director of Forrester Research, Unity Mutual Life, Veridian Group, KBL Merger Corp IV, Office Tiger, Daily Candy and Merchants Preferred. Mr. Hornig received his A.B., J.D. and M.B.A. from Harvard University.

## **About Vaxxinity**

Vaxxinity, Inc. is 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.

## **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," "potentially," 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.

## **Investor Contact**

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