
**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):

April 19, 2024

Vaxxinity, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41058
(Commission
File Number)

86-2083865
(IRS Employer
Identification No.)

505 Odyssey Way
Merritt Island, FL 32953
(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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On April 19, 2024, Vaxxinity, Inc. (the “Company” or “Vaxxinity”) delivered formal notice to The Nasdaq Stock Market LLC of its intention to voluntarily delist its Class A Common Stock, par value \$0.0001 per share (the “Common Stock”), from the Nasdaq Global Market (“Nasdaq”) and deregister the Common Stock under Section 12(b) and Section 12(g) of Securities and Exchange Act of 1934, as amended (the “Exchange Act”), and suspend its reporting obligations under Section 15(d) of the Exchange Act.

The Company intends to file a Notification of Removal from Listing and/or Registration on Form 25 with the Securities and Exchange Commission (the “SEC”) on or about April 29, 2024 to effect the voluntary withdrawal of the listing of its securities from Nasdaq and the deregistration of its securities under Section 12(b) of the Exchange Act. The Company anticipates that the delisting from Nasdaq and deregistration under Section 12(b) of its securities will become effective on or about May 9, 2024. Following the effectiveness of the Form 25, the Company intends to file with the SEC a Form 15 to deregister the Company’s securities under Section 12(g) of the Exchange Act, thereby suspending its reporting obligations under the Exchange Act.

Item 8.01. Other Events.

On April 19, 2024, the Company issued a press release announcing its intention to voluntarily delist and deregister its Common Stock. The foregoing description of the press release is qualified in its entirety by the full text of the press release furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated April 19, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

Forward-Looking Statements

The information contained herein includes forward-looking statements, as defined in the Private Securities Litigation Reform Act of 1995. The use of certain words, including “believe,” “may,” “continue,” “intend,” “will,” “anticipate,” and similar expressions, are intended to identify forward-looking statements. Forward-looking statements include statements, other than statements of historical fact, regarding, among other things, statements regarding the Company’s plans and its ability to successfully delist from Nasdaq and to deregister the Common Stock. These forward-looking statements involve substantial risks and uncertainties. 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, including, but not limited to, the timing of the effectiveness of the Company’s delisting and ability and timing of deregistration of the Common Stock, the Company’s ability to continue as a going concern and those other factors described in the “Risk Factors” section of Vaxxinity’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the U.S. Securities and Exchange Commission on March 27, 2024. 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.

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.

Date: April 19, 2024

VAXXINITY, INC.

By: /s/ Mei Mei Hu

Name: Mei Mei Hu

Title: Chief Executive Officer

Vaxxinity Announces Intention to Voluntarily Delist and Deregister its Class A Common Stock

CAPE CANAVERAL, Fla., April 19, 2024 – Vaxxinity, Inc. (“Vaxxinity”, “we”, “us” or the “Company”) (Nasdaq: VAXX), a U.S. company pioneering the development of a new class of medicines, today announced its intention to voluntarily delist from the Nasdaq Global Market (“Nasdaq”) and to deregister its Class A common stock under Section 12(b) and Section 12(g) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and suspend its reporting obligations under Section 15(d) of the Exchange Act.

On February 9, 2024, the Company received a notice from the Listing Qualifications Department of the Nasdaq Stock Market LLC indicating that the Company was no longer in compliance with Listing Rule 5450(a)(1) with respect to its Class A common stock, which requires the Company to maintain a minimum bid price of \$1.00 per share for continued listing on Nasdaq, and providing until August 7, 2024 to regain compliance. In determining to voluntarily delist and deregister its Class A common stock, the Company considered that the current low trading value, and the resulting low trading volume, limits the liquidity of the Company’s Class A common stock and affects the Company’s ability to raise capital from the public markets, attract interest from institutional investors or market analysts or otherwise realize the traditional benefits of being a publicly traded company. Despite the lack of these benefits, the Company incurs all of the significant annual expenses and indirect costs associated with being a public company. The Company believes the reduction in time and resources spent by management and employees to comply with the requirements applicable to Securities and Exchange Commission (“SEC”) reporting companies will enable the Company to re-invest resources in research and development endeavors, focus more on its goal of pioneering a new class of medicines aimed at disrupting the existing treatment paradigm for chronic disease, and work to realize the Company’s long-term objectives, without the distraction of stock price movement.

On April 19, 2024, the Company notified Nasdaq of its intent to voluntarily delist its Class A common stock from Nasdaq. The Company currently anticipates that it will file with the SEC a Form 25 relating to the delisting and deregistration of its Class A common stock on or about April 29, 2024, and anticipates that the delisting and deregistration under Section 12(b) of its Class A common stock will then become effective on or about May 9, 2024. Following the delisting, any trading in the Company’s Class A common stock would only occur in privately negotiated sales and potentially on an over-the-counter market. The Company expects that its Class A common stock will initially be quoted on a market operated by OTC Markets Group Inc. (the “OTC”) so that a trading market may continue to exist for its Class A common stock for some period of time. There is no guarantee, however, that a broker will continue to make a market in the Class A common stock and that trading of the Class A common stock will continue on an OTC market or otherwise.

Following the delisting of its Class A common stock from Nasdaq, the Company plans to file with the SEC a Form 15 to deregister its Class A common stock under Section 12(g) of the Exchange Act and suspend its reporting obligations under Section 15(d) of the Exchange Act.

About Vaxxinity, Inc.

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 active immunotherapy medicines 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 <http://www.vaxxinity.com> and follow us on social media @vaxxinity.

Forward-Looking Statements

Certain statements regarding Vaxxinity in this release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The use of certain words, including “believe,” “may,” “continue,” “intend,” “will,” “anticipate,” and similar expressions, are intended to identify forward-looking statements. Forward-looking statements include statements, other than statements of historical fact, regarding, among other things, statements regarding the Company’s plans and its ability to successfully delist from Nasdaq and to deregister its Class A common stock as well as the anticipated benefits thereof, and the potential for a trading market in the Company’s Class A common stock following the delisting. These forward-looking statements involve substantial risks and uncertainties. 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, including, but not limited to, the timing an effectiveness of the Company’s delisting and ability and timing of deregistration of the Class A common stock, the Company’s ability to continue as a going concern and those other factors described in the “Risk Factors” section of Vaxxinity’s Annual Report on Form 10-K for the year ended December 31, 2023 filed with the U.S. Securities and Exchange Commission on March 27, 2024. 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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