

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>PICKERING GRANT</u> (Last) (First) (Middle) C/O VAXCYTE, INC. 825 INDUSTRIAL ROAD, STE. 300 (Street) SAN CARLOS CA 94070 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vaxcyte, Inc. [PCVX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CHIEF EXECUTIVE OFFICER
	3. Date of Earliest Transaction (Month/Day/Year) 11/07/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/07/2024		S ⁽¹⁾		227	D	\$102.68 ⁽²⁾	138,354	I	By Children's Trust ⁽³⁾
Common Stock	11/07/2024		S ⁽¹⁾		463	D	\$103.434 ⁽⁴⁾	137,891	I	By Children's Trust ⁽³⁾
Common Stock	11/07/2024		S ⁽¹⁾		377	D	\$104.709 ⁽⁵⁾	137,514	I	By Children's Trust ⁽³⁾
Common Stock	11/07/2024		S ⁽¹⁾		116	D	\$105.5	137,398	I	By Children's Trust ⁽³⁾
Common Stock	11/07/2024		S ⁽¹⁾		281	D	\$102.635 ⁽⁶⁾	138,300	I	By Children's Trust ⁽⁷⁾
Common Stock	11/07/2024		S ⁽¹⁾		363	D	\$103.362 ⁽⁴⁾	137,937	I	By Children's Trust ⁽⁷⁾
Common Stock	11/07/2024		S ⁽¹⁾		434	D	\$104.715 ⁽⁵⁾	137,503	I	By Children's Trust ⁽⁷⁾
Common Stock	11/07/2024		S ⁽¹⁾		105	D	\$105.5	137,398	I	By Children's Trust ⁽⁷⁾
Common Stock	11/07/2024		M		663	A	\$0.04	435,882	D	
Common Stock	11/07/2024		M		14,129	A	\$2.03	450,011	D	
Common Stock	11/07/2024		M		16,000	A	\$5.35	466,011	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$0.04	11/07/2024		M			663	(8)	04/23/2025	Common Stock	663	\$0	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$2.03	11/07/2024		M			14,129	(8)	07/23/2028	Common Stock	14,129	\$0	153,198	D	
Stock Option (right to buy)	\$5.35	11/07/2024		M			16,000	(8)	04/17/2030	Common Stock	16,000	\$0	202,717	D	
Performance Stock Option (right to buy)	\$102.7	11/07/2024		A		197,784		(9)	11/06/2034	Common Stock	197,784	\$0	197,784	D	
Performance Restricted Stock Units	\$0	11/07/2024		A		80,625		(10)	11/06/2034	Common Stock	80,625	\$0	80,625	D	

Explanation of Responses:

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on April 12, 2024.
- The price reported is a weighted-average price. The shares were sold at prices ranging from \$102.19 to \$103.06. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Shares are held directly by a trust for the benefit of the Reporting Person's daughter.
- The price reported is a weighted-average price. The shares were sold at prices ranging from \$103.28 to \$104.08. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The price reported is a weighted-average price. The shares were sold at prices ranging from \$104.405 to \$105.15. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The price reported is a weighted-average price. The shares were sold at prices ranging from \$102.09 to \$103.05. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Shares are held directly by a trust for the benefit of the Reporting Person's son.
- Stock Option is fully vested and exercisable.
- As part of a company-wide grant to all eligible employees of the Issuer, on November 7, 2024 (the "Grant Date"), the Reporting Person was granted a performance stock option to purchase 197,784 shares of the Issuer's Common Stock at a per share exercise price of \$102.70. The option is subject to (1) a service-based vesting condition (vesting as to one-third of the shares on each of the third, fourth and fifth anniversaries of the Grant Date) and (2) a performance-vesting condition (which generally requires that the trading price of the Issuer's Common Stock average, over a one-year period, is at least \$154.05 (150% of the Grant Date closing price)).
- Represents the target number of shares of Issuer's Common Stock underlying an award of performance restricted stock units ("PSUs"). Each PSU represents the contingent right to receive one share of the Issuer's Common Stock. The attainment of the performance vesting condition will be based on the Issuer's percentile rank within a peer group based on total shareholder return ("TSR") during a four-year performance period that commenced on November 7, 2024, the Grant Date, subject to the Reporting Person's continuous service with the Issuer through completion of the performance period. The actual number of shares of the Issuer's Common Stock deliverable with respect to the award varies based on performance and ranges from 0% to 250% of the target number of shares.

Remarks:

Grant Pickering, by /s/ Peter N. Efremenko, Attorney-In-Fact 11/08/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.