

---

---

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

---

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

---

**VAXCYTE, INC.**  
(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction of  
Incorporation or organization)

**46-4233385**  
(I.R.S. Employer  
Identification No.)

**825 Industrial Road, Suite 300  
San Carlos, California 94070**  
(Address of principal executive offices) (Zip code)

**2020 Equity Incentive Plan  
2020 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Grant E. Pickering  
Chief Executive Officer  
Vaxcyte, Inc.  
825 Industrial Road, Suite 300  
San Carlos, California 94070  
(650) 837-0111**  
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

---

*Copies to:*

**Charles S. Kim  
Mark Weeks  
John T. McKenna  
Cooley LLP  
101 California Street, 5<sup>th</sup> Floor  
San Francisco, California 94111  
(415) 693-2000**

---

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   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

---

---

## EXPLANATORY NOTE

Vaxcyte, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-8 for the purpose of registering (a) 2,651,598 shares of its Common Stock issuable to eligible persons under the Registrant’s 2020 Equity Incentive Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s Form S-8 filed on June 12, 2020 (File No. [333-239135](#)) and the Registrant’s Form S-8 filed on March 29, 2021 (File No. [333-254824](#)) (together, the “**Prior Registration Statements**”), and (b) 530,319 shares of its Common Stock issuable under the Registrant’s 2020 Employee Stock Purchase Plan, which Common Stock is in addition to the shares of Common Stock registered on the Prior Registration Statements.

## PART II

### ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated by reference herein.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

### Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1(1)	<a href="#">Amended and Restated Certificate of Incorporation.</a>
4.2(2)	<a href="#">Amended and Restated Bylaws.</a>
4.3(3)	<a href="#">Form of Registrant’s Common Stock Certificate.</a>
5.1	<a href="#">Opinion of Cooley LLP.</a>
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
23.2	<a href="#">Consent of Cooley LLP (reference is made to Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney (reference is made to the signature page hereto).</a>
99.1(4)	<a href="#">2020 Equity Incentive Plan and forms of agreements thereunder.</a>
99.2(5)	<a href="#">2020 Employee Stock Purchase Plan.</a>
107.1	<a href="#">Filing Fee Table.</a>

- (1) Filed as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-39323), filed with the Securities and Exchange Commission on June 16, 2020, and incorporated herein by reference.
- (2) Filed as Exhibit 3.2 to the Registrant’s Current Report on Form 8-K (File No. 001-39323), filed with the Securities and Exchange Commission on June 16, 2020, and incorporated herein by reference.

- (3) Filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-238630), filed with the Securities and Exchange Commission on June 8, 2020, and incorporated herein by reference.
- (4) Filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-238630), filed with the Securities and Exchange Commission on June 8, 2020, and incorporated herein by reference.
- (5) Filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-238630), filed with the Securities and Exchange Commission on June 8, 2020, and incorporated herein by reference.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Carlos, State of California, on this 28th day of February, 2022.

### VAXCYTE, INC.

Date: February 28, 2022

By: /s/ Grant E. Pickering  
Grant E. Pickering  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Grant E. Pickering and Andrew Guggenhime, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in their name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Grant E. Pickering</u> Grant E. Pickering	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 28, 2022
<u>/s/ Andrew Guggenhime</u> Andrew Guggenhime	President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 28, 2022
<u>/s/ Carlos Paya, M.D., Ph.D.</u> Carlos Paya, M.D., Ph.D.	Director	February 28, 2022
<u>/s/ Annie Drapeau</u> Annie Drapeau	Director	February 28, 2022
<u>/s/ Kurt von Emster</u> Kurt von Emster	Director	February 28, 2022
<u>/s/ Halley Gilbert</u> Halley Gilbert	Director	February 28, 2022
<u>/s/ Peter Hirth, Ph.D.</u> Peter Hirth, Ph.D.	Director	February 28, 2022
<u>/s/ Michael Kamarck, Ph.D.</u> Michael Kamarck, Ph.D.	Director	February 28, 2022
<u>/s/ Teri Loxam</u> Teri Loxam	Director	February 28, 2022
<u>/s/ Heath Lukatch, Ph.D.</u> Heath Lukatch, Ph.D.	Director	February 28, 2022



February 28, 2022

Vaxcyte, Inc.  
825 Industrial Road, Suite 300  
San Carlos, California 94070

**Re: Registration on Form S-8**

Ladies and Gentlemen:

We have acted as counsel to Vaxcyte, Inc., a Delaware corporation (the “**Company**”), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission, covering the offering of up to 3,181,917 shares (the “**Shares**”) of the Company’s Common Stock, par value \$0.001 per share (“**Common Stock**”), consisting of (a) 2,651,598 shares of Common Stock issuable pursuant to the Company’s 2020 Equity Incentive Plan (the “**2020 EIP**”) and (b) 530,319 shares of Common Stock issuable pursuant to the Company’s 2020 Employee Stock Purchase Plan (together with the 2020 EIP, the “**Plans**”).

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the Plans and (d) originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we have determined to be necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with their respective Plans, the Registration Statement and related prospectuses, will be validly issued, fully paid and nonassessable (except as to the Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

COOLEY LLP 3175 HANOVER STREET PALO ALTO, CA 94304-1130

T: (650) 843-5000 F: (650) 849-7400 COOLEY.COM



Vaxcyte, Inc.  
Page Two

Sincerely,

Cooley LLP

By: /s/ Mark Weeks  
Mark Weeks

COOLEY LLP 3175 HANOVER STREET PALO ALTO, CA 94304-1130

T: (650) 843-5000 F: (650) 849-7400 COOLEY.COM

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 28, 2022, relating to the financial statements of Vaxcyte, Inc. and the effectiveness of Vaxcyte, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Vaxcyte, Inc. for the year ended December 31, 2021.

/s/ Deloitte & Touche  
San Francisco, California  
February 28, 2022

## CALCULATION OF FILING FEE TABLES

## Form S-8

## Vaxcyte, Inc.

**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share, 2020 Equity Incentive Plan	Other <sup>(2)</sup>	2,651,598 <sup>(3)</sup>	\$22.49	\$59,634,439.02	\$0.0000927	\$5,528.11
Equity	Common Stock, par value \$0.001 per share, 2020 Employee Stock Purchase Plan	Other <sup>(2)</sup>	530,319 <sup>(4)</sup>	\$22.49	\$11,926,874.31	\$0.0000927	\$1,105.62
Total Offering Amounts					\$ 71,561,313.33		\$ 6,633.73
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$ 6,633.73

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.001 per share (“Common Stock”), of Vaxcyte, Inc. (the “Registrant”) that become issuable by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (2) Estimated in accordance with Rules 457(c) and 457(h) solely for purposes of calculating the registration fee on the basis of \$22.49, the average of the high and low prices of the Registrant’s Common Stock as reported on The Nasdaq Global Stock Market on February 25, 2022.
- (3) Represents an automatic annual increase to the shares of Common Stock reserved for issuance equal to 5% of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year, which annual increase is provided by the Registrant’s 2020 Equity Incentive Plan.
- (4) Represents an automatic annual increase to the shares of Common Stock reserved for issuance equal to 1% of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year, which annual increase is provided by the Registrant’s 2020 Employee Stock Purchase Plan.