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

**FORM S-1
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)

2836
(Primary Standard Industrial
Classification Code Number)

46-4233385
(I.R.S. Employer
Identification Number)

**353 Hatch Drive
Foster City, California 94404
(650) 837-0111**
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Grant E. Pickering
President and Chief Executive Officer
Vaxcyte, Inc.
353 Hatch Drive
Foster City, California 94404
(650) 837-0111**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Robert W. Phillips
Charles S. Kim
J. Carlton Fleming
Cooley LLP
101 California Street, 5th Floor
San Francisco, California 94111
(415) 693-2000**

**Jane Wright-Mitchell
Vaxcyte, Inc.
353 Hatch Drive
Foster City, California 94404
(650) 837-0111**

**Peter N. Handrinos
Brian J. Cuneo
Miles P. Jennings
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
Phone: (650) 328-4600**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

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, 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. (333-238630)

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 post-effective amendment filed pursuant to Rule 462(d) 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.

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. (Check one):

Large accelerated filer

Accelerated filer

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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to Be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee(3)
Common Stock, \$0.001 par value per share (2)(3)	1,868,750	\$16.00	\$29,900,000	\$3,881.02

- (1) Represents only the additional number of shares being registered and includes an additional 243,750 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-238630).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price.
- (3) The registrant previously registered 16,100,000 shares of its common stock with an aggregate offering price not to exceed \$257,600,000 on a Registration Statement on Form S-1 (File No. 333-238630), which was declared effective by the Securities and Exchange Commission on June 11, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$29,900,000 are hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 (this "Registration Statement") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of increasing the aggregate number of shares of common stock offered by Vaxcyte, Inc. (the "Registrant") by 1,868,750 shares, 243,750 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Registrant's common stock. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Registration Statement on Form S-1, as amended (File No. 333-238630) (the "Prior Registration Statement"). The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Cooley LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on page II-5 of the original filing of the Registration Statement on Form S-1 (File No. 333-238630), filed with the Commission on May 22, 2020 and incorporated herein by reference).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Foster City, State of California, on June 11, 2020.

VAXCYTE, INC.

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement 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	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 11, 2020
<u>/s/ Andrew Guggenlime</u> Andrew Guggenlime	Chief Financial Officer and Chief Business Officer <i>(Principal Financial and Accounting Officer)</i>	June 11, 2020
<u>*</u> Moncef Slaoui, Ph.D.	Director	June 11, 2020
<u>*</u> Kurt von Emster	Director	June 11, 2020
<u>*</u> Halley Gilbert	Director	June 11, 2020
<u>*</u> Patrick Heron	Director	June 11, 2020
<u>*</u> Peter Hirth, Ph.D.	Director	June 11, 2020
<u>*</u> Rob Hopfner, Ph.D.	Director	June 11, 2020
<u>*</u> Heath Lukatch, Ph.D.	Director	June 11, 2020
<u>*</u> William J. Newell	Director	June 11, 2020

* Pursuant to Power of Attorney

By: /s/ Grant E. Pickering
Grant E. Pickering
Attorney-in-Fact



Robert W. Phillips
T: +1 415 693 2020
rphillips@cooley.com

June 11, 2020

Vaxcyte, Inc.
353 Hatch Drive
Foster City, California 94404

Ladies and Gentlemen:

We have acted as counsel to Vaxcyte, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, covering an underwritten public offering of up to 1,868,750 shares of the Company's common stock, par value \$0.001 (the "**Shares**"). The Registration Statement incorporates by reference the registration statement on Form S-1 (No. 333-238630), which was declared effective on June 11, 2020 (the "**Prior Registration Statement**"), including the prospectus which forms a part of the Prior Registration Statement (the "**Prospectus**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the forms of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws filed as Exhibits 3.3 and 3.4, to the Registration Statement, respectively, each of which is to be in effect upon the closing of the offering contemplated by the Registration Statement and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, 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 against payment therefor as described in the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

Cooley LLP 101 California Street 5th Floor San Francisco, CA 94111-5800
t: (415) 693-2000 f: (415) 693-2222 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated March 13, 2020 (June 8, 2020, as to the effects of the reverse stock split discussed in Note 16), relating to the financial statements of Vaxcyte, Inc. included in the Registration Statement No. 333-238630 on Form S-1 of Vaxcyte, Inc. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ Deloitte & Touche LLP
San Francisco, California
June 11, 2020