
**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, 5th 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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) 3,973,533 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 Registration Statements on Form S-8 filed on June 12, 2020 (File No. [333-239135](#)), March 29, 2021 (File No. [333-254824](#)) and February 28, 2022 (File No. [333-263093](#)) (together, the “*Prior Registration Statements*”), and (b) 794,706 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. The Registrant hereby incorporates by reference into this Registration Statement the following documents filed by it with the Securities and Exchange Commission (the “*SEC*”):

(a) the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2022, filed with the SEC on [February 27, 2023](#); and

(b) The description of the Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-39323) filed with the SEC on June 9, 2020, as updated by [Exhibit 4.2](#) to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2020 and any amendments or reports filed for the purpose of updating such description.

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.

Exhibit Number	Exhibit Description
4.1(1)	Amended and Restated Certificate of Incorporation.
4.2(2)	Amended and Restated Bylaws.
4.3(3)	Form of Registrant's Common Stock Certificate.
4.4(4)	Form of Pre-Funded Warrant.
4.5(5)	Form of Pre-Funded Warrant.
5.1	Opinion of Cooley LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP (reference is made to Exhibit 5.1).
24.1	Power of Attorney (reference is made to the signature page hereto).
99.1(6)	2020 Equity Incentive Plan and forms of agreements thereunder.
99.2(7)	2020 Employee Stock Purchase Plan.
99.3(8)	Form of Restricted Stock Unit Grant Notice.
107	Filing Fee Table.

- (1) Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-39323), filed with the SEC 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 SEC 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 SEC on June 8, 2020, and incorporated herein by reference.
- (4) Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 001-39323), filed with the SEC on January 13, 2022, and incorporated herein by reference.
- (5) Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 001-39323), filed with the SEC on October 27, 2022, and incorporated herein by reference.
- (6) Filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-238630), filed with the SEC on June 8, 2020, and incorporated herein by reference.
- (7) Filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-238630), filed with the SEC on June 8, 2020, and incorporated herein by reference.
- (8) Filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-39323), filed with the SEC on May 9, 2022, 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 February 27, 2023.

VAXCYTE, INC.

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 27, 2023
<u>/s/ Andrew Guggenhime</u> Andrew Guggenhime	President and Chief Financial Officer <i>(Principal Financial Officer)</i>	February 27, 2023
<u>/s/ Elvia Cowan</u> Elvia Cowan	Senior Vice President, Finance <i>(Principal Accounting Officer)</i>	February 27, 2023
<u>/s/ Annie Drapeau</u> Annie Drapeau	Director	February 27, 2023
<u>/s/ Halley Gilbert</u> Halley Gilbert	Director	February 27, 2023
<u>/s/ Peter Hirth, Ph.D.</u> Peter Hirth, Ph.D.	Director	February 27, 2023
<u>/s/ Michael Kamarck, Ph.D.</u> Michael Kamarck, Ph.D.	Director	February 27, 2023
<u>/s/ Teri Loxam</u> Teri Loxam	Director	February 27, 2023
<u>/s/ Heath Lukatch, Ph.D.</u> Heath Lukatch, Ph.D.	Director	February 27, 2023
<u>/s/ Carlos Paya</u> Carlos Paya, MD, Ph.D.	Director	February 27, 2023



Mark B. Weeks
T: +1 650 843 5011
mweeks@cooley.com

February 27, 2023

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

Ladies and Gentlemen:

We have acted as counsel to Vaxcyte, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 4,768,239 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share ("**Common Stock**"), consisting of (a) 3,973,533 shares of Common Stock issuable pursuant to the Company's 2020 Equity Incentive Plan (the "**2020 EIP**") and (b) 794,706 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 prospectus, (b) the Plans, (c) the Company's certificate of incorporation and bylaws, each as currently in effect, and (d) originals or copies certified to our satisfaction of such other 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 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 the Plans, the Registration Statement and related prospectus, will be validly issued, fully paid and nonassessable (except as to 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. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely

Cooley LLP

By: /s/ Mark Weeks
Mark Weeks

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 27, 2023, 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, 2022.

/s/ Deloitte & Touche
San Francisco, California
February 27, 2023

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(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share, 2020 Equity Incentive Plan	Other(2)	3,973,533(3)	\$42.50	\$168,875,152.50	\$0.00011020	\$18,610.04
Equity	Common Stock, par value \$0.001 per share, 2020 Employee Stock Purchase Plan	Other(2)	794,706(4)	\$42.50	\$33,775,005.00	\$0.00011020	\$3,722.01
Total Offering Amounts					\$202,650,157.50		\$22,332.05
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$22,332.05

- (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 \$42.50, the average of the high and low prices of the Registrant’s Common Stock as reported on The Nasdaq Global Stock Market on February 24, 2023.
- (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.