

**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

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

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person<br><u>Paya Carlos V</u><br><br>(Last) (First) (Middle)<br>C/O VAXCYTE, INC.<br>825 INDUSTRIAL ROAD, STE. 300<br><br>(Street)<br>SAN CARLOS CA 94070<br><br>(City) (State) (Zip)  | 2. Issuer Name and Ticker or Trading Symbol<br><u>Vaxcyte, Inc. [ PCVX ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input type="checkbox"/> Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/06/2024               |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     |   |
| Rule 10b5-1(c) Transaction Indication<br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |  |   |

**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                    | 06/06/2024                           |  | A                              |   | 1,550 <sup>(1)</sup>  | A          | \$0   | 4,050   | D  |  |
| Common Stock                    |                                      |  |                                |   |   |            |       | 3,125   | I  | By Family Trust <sup>(2)</sup>               |

**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 |
| Stock Option (right to buy)                | \$72.51  | 06/06/2024                           |  | A                              |   | 7,250  |     | (3)  | 06/05/2034      | Common Stock  | 7,250                                      | \$0  | 7,250   | D  |       |

**Explanation of Responses:**

- Represents the number of shares of Common Stock underlying restricted stock units ("RSUs"). Each RSU represents the contingent right to receive one share of the Issuer's Common Stock. The RSUs will fully vest on the earlier of June 6, 2025 or the day prior to the next annual meeting of stockholders, subject to acceleration, and subject to the Reporting Person's continuous service through such date.
- Shares are held directly by a trust for the sole benefit of the Reporting Person.
- The shares of Common Stock subject to the option will vest monthly and fully vest on the earlier of June 6, 2025 or the day prior to the next annual meeting of stockholders, subject to acceleration, and subject to the Reporting Person's continuous service through such date.

**Remarks:**

Carlos V. Paya, by /s/ Peter N. Efremenko, Attorney-In-Fact

06/10/2024

\*\* 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.



## POWER OF ATTORNEY

**KNOW ALL BY THESE PRESENTS** that the undersigned hereby constitutes and appoints each of **Andrew Guggenhime, Mikhail Eydelman, Elvia Cowan, Robert Bitman** and **Peter Efremenko**, representatives of Vaxcyte, Inc. (the "**Company**"), as well as **Raquel Fox, James Rapp** and **Jeongu Gim**, legal professionals of Skadden, Arps, Slate, Meagher & Flom LLP, legal counsel to the Company ("**Skadden**"), signing individually, as the undersigned's true and lawful attorneys-in-fact and agents to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 10% stockholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted (the "**Purpose**"), as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney supersedes any and all powers of attorney granted by the undersigned for the same or substantially similar Purpose and shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or Skadden.

**IN WITNESS WHEREOF**, the undersigned has caused this Power of Attorney to be executed as of this 7<sup>th</sup> day of June, 2024.

/s/ Carlos Paya

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Carlos Paya

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San Carlos, California 94070 USA  
[vaxcyte.com](http://vaxcyte.com)

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