

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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

1. Name and Address of Reporting Person* <u>Hopfner Robert Lorne</u> (Last) (First) (Middle) C/O VAXCYTE, INC. 353 HATCH DRIVE (Street) FOSTER CITY CA 94404 (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2021		S ⁽¹⁾		50,874	D	\$25.64 ⁽²⁾	1,733,242	I	By Pivotal bioVenture Partners Fund I, L.P. ⁽³⁾
Common Stock	02/08/2021		S ⁽¹⁾		28,922	D	\$26.06 ⁽⁴⁾	1,704,320	I	By Pivotal bioVenture Partners Fund I, L.P. ⁽³⁾
Common Stock	02/09/2021		S ⁽¹⁾		38,248	D	\$27.12 ⁽⁵⁾	1,666,072	I	By Pivotal bioVenture Partners Fund I, L.P. ⁽³⁾
Common Stock	02/09/2021		S ⁽¹⁾		88,756	D	\$28.07 ⁽⁶⁾	1,577,316	I	By Pivotal bioVenture Partners Fund I, L.P. ⁽³⁾
Common Stock	02/09/2021		S ⁽¹⁾		93,740	D	\$28.75 ⁽⁷⁾	1,483,576	I	By Pivotal bioVenture Partners Fund I, L.P. ⁽³⁾
Common Stock	02/10/2021		S ⁽¹⁾		37,271	D	\$25.75 ⁽⁸⁾	1,446,305	I	By Pivotal bioVenture Partners Fund I, L.P. ⁽³⁾
Common Stock	02/10/2021		S ⁽¹⁾		26,688	D	\$26.78 ⁽⁹⁾	1,419,617	I	By Pivotal bioVenture Partners Fund I, L.P. ⁽³⁾
Common Stock	02/10/2021		S ⁽¹⁾		7,567	D	\$27.64 ⁽¹⁰⁾	1,412,050	I	By Pivotal bioVenture Partners Fund I, L.P. ⁽³⁾

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/10/2021		S ⁽¹⁾		6,632	D	\$28.66 ⁽¹¹⁾	1,405,418	I	By Pivotal bioVenture Partners Fund I, L.P. ⁽³⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 7, 2020.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.02 to \$26.01, inclusive. The reporting person undertakes to provide to Vaxcyte, Inc., any security holder of Vaxcyte, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (4), (5), (6), (7), (8), (9), (10) and (11) to this Form 4.
- The shares are held of record by Pivotal bioVenture Partners Fund I, L.P. ("Pivotal"). The general partner of Pivotal is Pivotal bioVenture Partners Fund I G.P., L.P., ("Pivotal GP"). The general partner of Pivotal GP is Pivotal bioVenture Partners Fund I U.G.P., Ltd, (the "Ultimate General Partner"). The board of directors of the Ultimate General Partner may, along with the Ultimate General Partner, be deemed to have shared voting and dispositive power over the shares owned by Pivotal. Rob Hopfner is the managing partner of Pivotal bioVenture Partners Investment Advisor LLC and may be deemed to share voting and investment power over the shares held directly by Pivotal bioVenture Partners. Mr. Hopfner disclaims beneficial ownership over such shares except to the extent of any pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.02 to \$26.18, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.50 to \$27.49, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.50 to \$28.49, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.50 to \$29.11, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.27 to \$26.26, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.27 to \$27.26, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.27 to \$28.26, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.27 to \$29.11, inclusive.

/s/ Rob Hopfner

02/10/2021

** 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.