UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **July 27, 2023**

Vaxxinity, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-41058**	**86-2083865**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

505 Odyssey Way
Merritt Island, FL 32953
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (254) 244-5739

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value $0.0001 per share	**VAXX**	**The Nasdaq Global Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

Item 4.01. Changes in Registrant's Certifying Accountant.

On July 21, 2023, Vaxxinity, Inc. (the "Company") was informed by Armanino LLP ("Armanino") that it intends to resign as the Company's independent registered public accounting firm, effective upon the earlier of (i) filing of the Company's Quarterly Report on Form 10-Q for the quarter ending September 30, 2023 and (ii) the Company's appointment of a new independent registered public accounting firm. The audit committee of the Company's board of directors accepted but did not request or recommend Armanino's resignation.

Armanino advised the Company that its decision was due to Armanino's transition away from providing financial statement audit services to public companies.

Armanino's audit reports on the Company's consolidated financial statements for the years ended December 31, 2022 and 2021 do not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles. During the two most recent fiscal years and the subsequent interim period, there were no (i) disagreements with Armanino on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Armanino, would have caused it to make reference to the subject matter of the disagreements in connection with its report or (ii) "reportable events" as such term is defined in Item 304(a)(1)(v) of Regulation S-K.

The Company provided Armanino with a copy of the disclosures contained in this Current Report on Form 8-K and requested that Armanino furnish a letter addressed to the U.S. Securities and Exchange Commission stating whether or not it agrees with the statements made in this Current Report on Form 8-K, a copy of which is attached as Exhibit 16.1 hereto.

The Company has begun a search process to identify a new independent registered public accounting firm. There can be no assurance that we will be able to appoint a new independent registered public accounting firm on a timely basis, which would result in our inability to file required Exchange Act reports, limit our ability to raise capital, and result in a loss of investor confidence.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The information regarding Ulo Palm contained in Item 8.01 of this Current Report on Form 8-K is incorporated by reference into this Item 5.02.

Item 8.01. Other Events.

On July 27, 2023, the Company announced that Peter Powchik will join its leadership team as Executive Vice President, Global Scientific Director, effective October 1, 2023. He will remain as a member of the Company's board of directors. In addition, the Company announced that Ulo Palm will transition from the Company's Chief Medical Officer to senior advisor, effective October 1, 2023.

In connection with the foregoing matters, the Company issued a press release, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
16.1	Letter from Armanino LLP
99.1	Press Release
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 27, 2023

VAXXINITY, INC.

By: /s/ Jason Pesile
Name: Jason Pesile
Title: Senior Vice President, Finance & Accounting

Exhibit 16.1

July 26, 2023

U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

We have read Vaxxinity, Inc.'s statements included in Item 4.01 of its Current Report Form 8-K dated July 26, 2023 and agree with those statements concerning our firm. We have no basis to agree or disagree with other statements of the registrant contained therein.

/s/ Armanino LLP

Armanino LLP
2700 Camino Ramon
Suite 350
San Ramon, CA 94583-5004
925 790 2600 main
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armanino.com

July 21, 2023

George Hornig
Audit Committee Chair
Vaxxinity Inc.
505 Odyssey Way
Merritt, Island
Florida, FL 32953

Dear George:

As discussed with you via teleconference on July 21, 2023, Armanino LLP will resign as the independent auditor registered public accounting firm of Vaxxinity, Inc. (the "Company") effective as of the earlier of (i) the date the Company engages a new independent registered public accounting firm or (ii) the filing of the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2023.

We truly appreciate the opportunity to be of service to Vaxxinity, Inc. Assuming you will authorize to respond to their inquiries and share your confidential information, we will work to ensure a smooth transition to the successor firm.

Sincerely,

Matthew Perreault
Partner
Armanino LLP

Cc: Jason Pesile, VP of Finance

Vaxxinity Appoints Peter Powchik, M.D., to Executive Vice President, Global Scientific Director

Appointment adds Dr. Powchik's experience in the development of marketed immunotherapeutics to Vaxxinity's leadership team

CAPE CANAVERAL, Fla., July 27, 2023 -- Vaxxinity, Inc. (Nasdaq: VAXX), a U.S. company pioneering the development of a new class of medicines, announced that Peter Powchik, M.D. will join Vaxxinity's leadership team as Executive Vice President, Global Scientific Director starting October 1, 2023. He will remain as a member of Vaxxinity's board of directors.

Peter will oversee the overall scientific direction of our platform and programs, and lead the development efforts at Vaxxinity. "Get ready for the next wave of innovative drug science at Vaxxinity," said Mei Mei Hu, CEO of Vaxxinity. "Peter has served an integral role on Vaxxinity's board of directors, and we now get the benefit of his extensive knowledge and experience around the development of breakthrough medicines on an even deeper level as he transitions to our leadership team."

"It's a pivotal time at Vaxxinity," said Peter Powchik. "Our laboratories have come online and are generating the data that we hope will help launch a revolution in proactive immunization. Clinical data have demonstrated that our technology breaks immune tolerance to targets of interest, and is well tolerated and easy to administer. Personally, I am excited to help lead Vaxxinity's development efforts forward. We have great people, and I am certain the next years will be transformative to Vaxxinity and to how the world sees the potential for immunotherapy to improve human health and well-being."

Prior to joining Vaxxinity and its predecessor United Neuroscience, Peter was Senior Vice President, Head of Clinical Development at Regeneron Pharmaceuticals from 2006 to 2018, where he oversaw the development of Regeneron's first seven approved drugs and helped to build its development and regulatory infrastructure. Peter led the development of multiple products to licensure including Eylea®, Kevzara®, Arcalyst®, Dupixent®, and Praluent® against PCSK9 for hypercholesterolemia. He also served various roles in clinical development including at Chugai Pharma USA, Novartis overseeing the development and approval of Ritalin LA® and Focalin®, and Sepracor where he initiated the development of Lunesta®. He is a board-certified psychiatrist trained at NYU School of Medicine, Mount Sinai Medical Center (NYC), and Columbia University College of Physicians and Surgeons.

Ulo Palm, M.D. will transition from Chief Medical Officer of Vaxxinity to senior advisor effective October 1, 2023. "We are deeply grateful to Ulo for his time and enormous contributions to Vaxxinity," said Mei Mei. "Under his guidance, Vaxxinity brought two new programs to the clinic and successfully completed a Phase 3 COVID-19 trial and Phase 1 Parkinson's disease trial. We look forward to continuing to work with Ulo and to benefit from his expertise in his role as an advisor to Vaxxinity."

About Vaxxinity

Vaxxinity, Inc. is a purpose-driven biotechnology company committed to democratizing healthcare across the globe. The company is pioneering a new class of medicines aimed at disrupting the existing treatment paradigm for chronic disease, increasingly dominated by monoclonal antibodies, which suffer from prohibitive costs and cumbersome administration. The company's proprietary technology platform has enabled the innovation of novel synthetic peptide immunotherapy candidates designed to bring the efficiency of vaccines to the treatment of chronic diseases, including Alzheimer's disease, Parkinson's disease, migraine, and hypercholesterolemia. The technology is also implemented as part of a COVID-19 vaccine program. Vaxxinity has optimized its pipeline to achieve a potentially historic, global impact on human health.

For more information about Vaxxinity, Inc., visit http://www.vaxxinity.com and follow us on social media @vaxxinity.

Forward-looking Statements

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The use of certain words, including "believe," "may," "continue," "advancing," "will" and similar expressions, are intended to identify forward-looking statements. Forward-looking statements include statements, other than statements of historical fact, regarding, among other things: the plans for, or progress, scope, initiation, duration, enrollment, results or timing for availability of results of, development of any of Vaxxinity's product candidates or programs, including timing of the data readouts of UB-313 and VXX-401, and completion of the Phase 3 trial of UB-612; the target indication(s) for development or approval, the size, design, population, location, conduct, cost, objective, enrollment, duration or endpoints of any clinical trial, or the timing for initiation or completion of or availability or reporting of results from any clinical trial; the potential future regulatory authorization or approval and commercialization of Vaxxinity's product candidates; the potential benefits or competitive position of any Vaxxinity product candidate or program or the commercial opportunity in any target indication; and Vaxxinity's plans, expectations or future operations, financial position, revenues, costs or expenses. These forward-looking statements involve substantial risks and uncertainties, including statements that are based on the current expectations and assumptions of Vaxxinity's management about the development of a new class of immunotherapeutic vaccines and the innovation and efficacy of Vaxxinity's product candidates. Various important factors could cause actual results or events to differ materially from those that may be expressed or implied by our forward-looking statements, including, but not limited to: whether UB-312, UB-313, VXX-401, UB-612 or any other current or future product candidate of Vaxxinity will be approved or authorized by any regulatory agency for the indications that Vaxxinity targets; any potential negative impacts of the COVID-19 pandemic, including on manufacturing, supply, conduct or initiation of clinical trials, or other aspects of Vaxxinity's business; Vaxxinity's product candidates may not be successful or clinical development may take longer and be more costly than anticipated; product candidates that appeared promising in earlier research and clinical trials may not demonstrate safety or efficacy in larger-scale or later clinical trials or in clinical trials for other indications; the timing for initiation or completion of, or for availability of data from, clinical trials for UB-312, UB-313, VXX-401 or UB-612, and the outcomes of such trials; Vaxxinity's reliance on collaborative partners and other third parties for development of its product candidates; Vaxxinity's ability to obtain coverage, pricing or reimbursement for any approved products and

acceptance from patients and physicians for any approved indications; delays or other challenges in the recruitment of patients for, or the conduct of, Vaxxinity's clinical trials; challenges associated with supply and manufacturing activities; and Vaxxinity's accounting policies. These and other important factors to be considered in connection with forward-looking statements are described in the "Risk Factors" section of Vaxxinity's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on March 27, 2023. The forward-looking statements are made as of this date and Vaxxinity does not undertake any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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