

**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):

June 20, 2023

Vaxxinity, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41058
(Commission
File Number)

86-2083865
(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 5.07 Submission of Matters to a Vote of Security Holders.

On June 20, 2023, Vaxxinity, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (“Annual Meeting”). A total of 112,190,162 shares of the Company’s Class A common stock and 13,874,132 shares of the Company’s Class B common stock were entitled to vote as of April 21, 2023, the record date for the Annual Meeting, of which 88,471,449 shares of the Company’s Class A common stock and 10,574,388 shares of the Company’s Class B common stock were represented in person or by proxy at the Annual Meeting. With respect to the matters submitted to a vote of stockholders at the Annual Meeting, holders of Class A common stock and Class B common stock voted together as a single class, and holders of the Company’s Class A common stock were entitled to one vote per share and holders of the Company’s Class B common stock were entitled to ten votes per share.

At the Annual Meeting, the stockholders of the Company voted on the following proposals:

1. the election of nine nominees, each to serve as a director of the Company until the 2024 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified;
2. a proposal to ratify the appointment of Armanino LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.

The results of each of the above proposals are discussed further below.

Proposal 1 - Election of Directors

The votes cast for or withheld for each director nominee were as follows:

<u>Director Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Louis Reese	182,476,994	3,528,143	8,210,192
Mei Mei Hu	182,504,222	3,500,915	8,210,192
Katherine Eade	185,974,457	30,680	8,210,192
Landon Ogilvie	185,969,408	35,729	8,210,192
James Smith	185,969,898	35,239	8,210,192
Gabriella Toledano	185,973,662	31,475	8,210,192
Peter Diamandis	182,446,233	3,558,904	8,210,192
George Hornig	185,964,701	40,436	8,210,192
Peter Powchik	185,956,552	48,585	8,210,192

Accordingly, all nominees listed above were elected to serve as a director of the Company until the 2024 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified.

Proposal 2 - Ratification of Appointment of Independent Registered Public Accounting Firm

The voting results with respect to the proposal to ratify the appointment of Armanino LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023 were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
194,129,682	76,106	9,541

Accordingly, the Company's stockholders ratified the appointment of Armanino LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.

No other matters were submitted to a vote of stockholders at the Annual Meeting.

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.

VAXXINITY, INC.

Date: June 22, 2023

By: /s/ René Paula

Name: René Paula

Title: General Counsel and Secretary

