

OMB APPROVAL	
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**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

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* <u>Palm Ulo</u>  (Last) (First) (Middle) C/O VAXXINITY, INC 1717 MAIN ST, STE 3388  (Street) DALLAS TX 75201  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vaxxinity, Inc. [ VAXX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  Chief Medical Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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			
Class A common stock								450	I	Held by spouse <sup>(1)</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					
Restricted Stock Units	(2)	03/15/2022		A		100,000		(3)	(3)	Class A common stock	\$0.00	100,000	D	
Stock Option (right to buy)	\$13							(4)	11/11/2031	Class A common stock		233,100	D	

**Explanation of Responses:**

- These securities are held by Kathrin Palm, the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by Kathrin Palm in which the Reporting Person has no pecuniary interest.
- Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class A common stock.
- The Reporting Person received restricted stock units subject to a four-year vesting schedule, vesting 100% on March 15, 2026, subject to the Reporting Person's continued employment with the Issuer through the vesting date. The restricted stock units do not expire but are settled in shares of Class A common stock as soon as practicable after the vesting date.
- These options are subject to a four-year time-vesting schedule, with 25% vesting on November 11, 2022 and the remainder vesting in equal installments each month during the remainder of the vesting schedule, subject to the Reporting Person's continued employment with the Issuer through the vesting date.

**Remarks:**

Rene Paula Molina, attorney-in-fact for Ulo Palm 03/15/2022

\*\* 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.