

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

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

1. Name and Address of Reporting Person* <u>Zauderer Maurice</u> (Last) (First) (Middle) C/O VACCINEX, INC. 1895 MOUNT HOPE AVENUE (Street) ROCHESTER NY 14620 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VACCINEX, INC. [VCNX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/30/2019</u>	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								177,748	D	
Common Stock								213,209	I	By Jeremy C. Zauderer Trust ⁽¹⁾
Common Stock								212,161	I	By Jordan M. Zauderer Trust ⁽¹⁾
Common Stock	07/30/2019		P		183,824	A	\$4.08	999,522	I	By Vaccinex (Rochester), L.L.C. ⁽²⁾

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					
Stock Option (Right to Buy)	\$10							(3)	12/23/2019	Common Stock	18,000	18,000	D	
Stock Option (Right to Buy)	\$14.9							(3)	03/31/2024	Common Stock	2,589	2,589	D	
Stock Option (Right to Buy)	\$14.9							(3)	06/30/2024	Common Stock	2,589	2,589	D	

**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					
Stock Option (Right to Buy)	\$7.1							(4)	12/23/2025	Common Stock	3,325	3,325	D	
Stock Option (Right to Buy)	\$4.29							(5)	03/14/2024	Common Stock	20,000	20,000	D	

Explanation of Responses:

1. Dr. Zauderer exercises voting control over shares held by this trust and disclaims beneficial ownership over these shares except to the extent of his pecuniary interest therein.
2. Dr. Zauderer is the president and a majority owner of Vaccinex (Rochester), L.L.C. and disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
3. Exercisable in full as of the date of this report.
4. This option has vested with respect to 2,660 shares and the remainder vests on December 23, 2019.
5. This option was granted under the Company's 2018 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vests one-fourth on each of the first four anniversaries of the March 15, 2019 grant date.

Remarks:

/s/ Scott E. Royer, Attorney-
in-Fact for Maurice Zauderer 07/31/2019

** 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.

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