

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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. Date of Event Requiring Statement (Month/Day/Year) 08/09/2018	3. Issuer Name and Ticker or Trading Symbol <u>VACCINEX, INC. [VCNX]</u>	
		4. 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) <p style="text-align: center;">President and CEO</p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	84,201	D	
Common Stock	117,761	I	By Jeremy C. Zauderer Trust ⁽¹⁾
Common Stock	116,713	I	By Jordan M. Zauderer Trust ⁽¹⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock option (right to buy)	(2)	12/23/2019	Common Stock	18,000	10	D	
Stock option (right to buy)	(2)	03/31/2024	Common Stock	2,589	14.9	D	
Stock option (right to buy)	(2)	06/30/2024	Common Stock	2,589	14.9	D	
Stock option (right to buy)	(3)	12/23/2025	Common Stock	3,325	7.1	D	
Series B Convertible Preferred Stock	(4)	(4)	Common Stock	93,547	13.1	D	
Series B Convertible Preferred Stock	(4)	(4)	Common Stock	95,448	13.1	I	By Jeremy C. Zauderer Trust ⁽¹⁾
Series B Convertible Preferred Stock	(4)	(4)	Common Stock	95,448	13.1	I	By Jordan M. Zauderer Trust ⁽¹⁾
Series D Convertible Preferred Stock	(5)	(5)	Common Stock	815,698	18.2	I	By Vaccinex (Rochester), L.L.C. ⁽⁶⁾

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)
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1. Name and Address of Reporting Person* <u>Vaccinex (Rochester), L.L.C.</u>

(Last)	(First)	(Middle)
44 WOODLAND ROAD		
<hr/>		
(Street)		
PITTSFORD	NY	14534
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. Maurice 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. Exercisable in full as of the date of this report.
3. This option has vested with respect to 1,995 shares and the remainder of the option vests in two equal annual installments beginning on December 23, 2018.
4. The reported securities will convert into shares of Common Stock on a 0.1641-for-1 basis immediately prior to the consummation of the Issuer's initial public offering.
5. The reported securities will convert into shares of Common Stock on a 1-for-10 basis immediately prior to the consummation of the Issuer's initial public offering.
6. Mr. 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.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney for Maurice Zauderer

/s/ Maurice Zauderer 08/09/2018

VACCINEX (ROCHESTER),
L.L.C. BY: /s/ Maurice 08/09/2018
Zauderer, President

** 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 5 (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.

VACCINEX, INC.

SECTION 16
POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Scott E. Royer and Raymond E. Watkins, each for so long as he is an officer of Vaccinex, Inc. (the "Company"), the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. ***The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.***

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20 day of July, 2018.

/s/ Maurice Zauderer
Maurice Zauderer