FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
-------------	------	-------

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burde	n
l	hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* Zauderer Maurice							er Name ar CINEX						(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner					
	(Last) (First) (Middle) C/O VACCINEX, INC. 1895 MOUNT HOPE AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 02/08/2024 X Officer (give title below) President and CEO 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable									w) i	$\left \right $		
(Street)			14620		_ "			D uito 1	or origin			,,,,,,	Line	Form fi	led by C	One Repo	orting Pe	rson	
(City)	(S	State)	(Zip)		_ F [☐ Che	eck this box	to ind	icate that	ıt a trar	etion Ind	nade pursua	nt to a contra uction 10.	ct, instruction	or writter	n plan that	t is intend	ed to satisfy	
		Та	ıble I - N	lon-Dei	rivati	ve S	ecuritie	s A	cquire	ed, D	isposed o	of, or Be	neficially	/ Owned					٦
1. Title of	Security (Ins	tr. 3)		2. Transa Date (Month/D		ar) Ex	A. Deemed xecution Da any Month/Day/Y	ate,	3. Transa Code (8)		4. Securities Disposed O	s Acquired f (D) (Instr.	(A) or 3, 4 and 5)	5. Amount of Securities Beneficially Owned Foll Reported	,	6. Owner Form: D (D) or Ir (I) (Instr	Direct ndirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Price	Transaction (Instr. 3 and				(
Common	Stock													22,11	6	Г)		
Common	Stock													14,21	4	I	[By Jeremy C. Zauderer Trust ⁽¹⁾	
Common	Stock													14,14	15	I	I	By Jordan M. Zauderer Trust ⁽¹⁾	
Common	Stock			02/08	3/2024	ı			A		413,793(2	(2) A	\$0.725	1,393,3	92(2)	I	I	By Vaccinex (Rochester),	
																		L.L.C. ⁽²⁾	
			Table I								posed of			Owned				L.L.C. ⁽²⁾	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table I 3A. Deem Execution if any (Month/Da	(e.g.,		s, ca		er of ve es d (A) esed estr.	s, opti	Exerc	cisable and		d Amount ies	8. Price of Derivative Security (Instr. 5)	9. Num derivat Securit Benefic Owned Followi Reporta	tive ties cially d ring ted	10. Owners Form: Direct (I or Indirect)	11. Nature of Indirect Beneficial D) Ownershi ect (Instr. 4)	t I
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deem Execution if any	(e.g., ned n Date, ay/Year)	4. Transa Code (s, ca	5. Number Derivative Securities Acquired or Disposof (D) (In	er of ve es d (A) esed estr.	6. Date Expirat	Exercition Day/Y	cisable and	7. Title an of Securit Underlyin Derivative	d Amount ies	8. Price of Derivative Security	derivat Securit Benefic Owned Followi Report	tive ties cially d ing ted action(s)	Owners Form: Direct (I or Indire	11. Nature of Indirect Beneficial D) Ownershi ect (Instr. 4)	t I
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deem Execution if any	(e.g., ned n Date, ay/Year)	4. Transa Code (8)	action (Instr.	5. Numbo Derivativ Securitie Acquired or Dispo of (D) (In 3, 4 and	er of ye es d (A) esed estr. 5)	6. Date Expirat (Month	Exercition Day/N	converticisable and ate (ear)	7. Title an of Securit Underlyin Derivative (Instr. 3 an	d Amount ies g Security and 4) Amount or Number	8. Price of Derivative Security	derivat Securit Benefic Owned Followi Report Transa (Instr. 4	tive ties cially d ing ted action(s)	Owners Form: Direct (I or Indire	11. Nature of Indirect Beneficial D) Ownershi ect (Instr. 4)	e t I P
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deem Execution if any	(e.g., ned n Date, ay/Year)	4. Transa Code (8)	action (Instr.	5. Numbo Derivativ Securitie Acquiree or Dispo of Dispo of Dispo (A)	er of ye es d (A) esed estr. 5)	6. Date Expirat (Month	e Exerction Day/N	converticisable and ate (ear) Expiration Date	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	d Amount ies g Security id 4) Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivat Securit Benefic Owned Followi Report Transa (Instr. 4	tive ties cially d ring ted action(s) 4)	Owners Form: Direct (I or Indir (I) (Instr	hip hip of Indirect Beneficial Ownershi (Instr. 4) By Vaccinex (Rochester	t l p
Derivative Security (Instr. 3) Warrant (Right to Buy) Warrant (Right to Right R	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deem Execution if any	(e.g., ned n Date, ay/Year)	4. Transa Code (8)	action (Instr.	5. Numbo Derivativ Securitie Acquiree or Dispo of Dispo of Dispo (A)	er of ye es d (A) esed estr. 5)	6. Date Exercis	se Exerc tion Din/Day/N	Expiration Date	7. Title an of Securit Underlyin Derivative (Instr. 3 ar Title Common Stock	d Amount ies g Security and 4) Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivat Securit Benefic Owned Followi Report Transa (Instr. 4	tive ties cially 1 ming ted cition(s) 4)	Owners Form: Direct (I or Indir (I) (Insti	By Vaccinex (Rochester L.L.C. ⁽²⁾	ettlpp
Warrant (Right to Buy) Warrant (Right to Buy)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deem Execution if any	(e.g., ned n Date, ay/Year)	4. Transa Code (8)	action (Instr.	5. Numbo Derivativ Securitie Acquiree or Dispo of Dispo of Dispo (A)	er of ye es d (A) esed estr. 5)	6. Date Expirat (Month) Date Exercis 02/08/	ions Exercition Di Sable Sable (2024	Expiration Date	7. Title an of Securit Underlyin Derivative (Instr. 3 an Title Common Stock Common Common Stock	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivat Securit Benefii Owned Followi Report Transa (Instr. 4	tive tities cially in the cial	Owners Form: Direct (i) or Indir (i) (Instr	By Vaccinex (Rochester L.L.C.(2) By Vaccinex (Rochester L.L.C.(2)	ettlpp
Warrant (Right to Buy) Warrant (Right to Buy) Warrant (Right to Buy) Stock Option (Right to Right to Buy)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deem Execution if any	(e.g., ned n Date, ay/Year)	4. Transa Code (8)	action (Instr.	5. Numbo Derivativ Securitie Acquiree or Dispo of Dispo of Dispo (A)	er of ye es d (A) esed estr. 5)	Date Exercis 02/08/3 11/02/3	Exercition Display	Expiration Date 02/08/2029 11/02/2028	7. Title an of Securit Underlyin Derivative (Instr. 3 and Title Common Stock Common Stock Common Stock	Amount or Number of Shares 136,752	8. Price of Derivative Security (Instr. 5)	derivat Securit Benefit Owned Followin Report Transa (Instr. 4	tive tities cially of the cial	Owners Form: Direct (i) or Indir (i) (Instr	By Vaccinex (Rochester L.L.C.(2) By Vaccinex (Rochester L.L.C.(2)	ettlpp
Warrant (Right to Buy) Warrant (Right to Buy) Warrant (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to Buy)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deem Execution if any	(e.g., ned n Date, ay/Year)	4. Transa Code (8)	action (Instr.	5. Numbo Derivativ Securitie Acquiree or Dispo of Dispo of Dispo (A)	er of ye es d (A) esed estr. 5)	Date Exercis 02/08/3 11/02/3 (3)	sable (2024	Expiration Date 02/08/2029 11/02/2028 03/31/2024	7. Title an of Securit Underlyin Derivative (Instr. 3 ar Title Common Stock Common Stock Common Stock Common Stock	Amount or Number of Shares 413,793 136,752 500,000	8. Price of Derivative Security (Instr. 5)	derivat Securit Benefii Owned Followi Report Transa (Instr. 4	tive tities cially of the cial	Owners Form: Direct (i) or Indir (i) (insti	By Vaccinex (Rochester L.L.C.(2) By Vaccinex (Rochester L.L.C.(2)	ettlpp

			Table II - Deri (e.g					uired, Dis s, options	•	•	•	Owned			
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. Transa Code (8)		5. Number Derivative Securities Acquired or Disport of (D) (In 3, 4 and	re ss I (A) sed str.	Expiration Da	Date Exercisable and copiration Date (Instr. 3 and 4) 7. Title and Amount of Securities (Inderlying Derivative Security (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	Code V (A) (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)			
Stock Option (Right to Buy)	\$100.2							(4)	02/24/2025	Common Stock	1,893		1,893	D	
Stock Option (Right to Buy)	\$43.95							(5)	04/02/2031	Common Stock	933		933	D	
Stock Option (Right to Buy)	\$19.35							(6)	04/01/2032	Common Stock	1,866		1,866	D	
Stock Option (Right to Buy)	\$6.59							(7)	03/30/2028	Common Stock	3,733		3,733	D	

1. Name and Addres Zauderer Mau	s of Reporting Person* rice		
(Last)	(First)	(Middle)	
C/O VACCINEX	, INC.		
1895 MOUNT H	OPE AVENUE		
(Street)			_
ROCHESTER	NY	14620	
(City)	(State)	(Zip)	
	s of Reporting Person* chester), L.L.C.		
(Last)	(First)	(Middle)	
44 WOODLAND	ROAD		
(Street)			
PITTSFORD	NY	14534	
(City)	(State)	(Zip)	

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 vests one-fourth on each of the first four anniversaries of the February 25, 2020 grant date, except as otherwise provided in the award notice.
- 5. This option vests one-fourth on each of the first four anniversaries of the April 2, 2021 grant date, except as otherwise provided in the award notice.
- 6. This option vests one-fourth on each of the first four anniversaries of the April 1, 2022 grant date, except as otherwise provided in the award notice.
- 7. This option vests one-fourth on each of the first four anniversaries of the March 31, 2023 grant date, except as otherwise provided in the award notice.

/s/ Scott E. Royer, Attorney-in-Fact Maurice Zauderer

02/09/2024

Vaccinex (Rochester) L.L.C. By: /s/ Maurice Zauderer,

02/09/2024

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 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.