

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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) <u>C/O VACCINEX, INC.</u> <u>1895 MOUNT HOPE AVENUE</u> (Street) <u>ROCHESTER NY 14620</u> (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) <p style="text-align: center;">President and CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2018</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	08/13/2018		C		93,547	A	(3)	177,748	D	
Common Stock	08/13/2018		C		95,448	A	(3)	213,209	I	By Jeremy C. Zauderer Trust ⁽¹⁾
Common Stock	08/13/2018		C		95,448	A	(3)	212,161	I	By Jordan M. Zauderer Trust ⁽¹⁾
Common Stock	08/13/2018		C		815,698	A	(4)	815,698	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	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock	(3)	08/13/2018		C			569,993	(3)	(3)	Common Stock	93,547	(3)	0	D	
Series B Convertible Preferred Stock	(3)	08/13/2018		C			581,577	(3)	(3)	Common Stock	95,448	(3)	0	I	By Jeremy C. Zauderer Trust ⁽¹⁾
Series B Convertible Preferred Stock	(3)	08/13/2018		C			581,577	(3)	(3)	Common Stock	95,448	(3)	0	I	By Jordan M. Zauderer Trust ⁽¹⁾
Series D Convertible Preferred Stock	(4)	08/13/2018		C			8,157,067	(4)	(4)	Common Stock	815,698	(4)	0	I	By Vaccinex (Rochester), L.L.C. ⁽²⁾

1. Name and Address of Reporting Person*

Zauderer Maurice

(Last) (First) (Middle)

C/O VACCINEX, INC.

1895 MOUNT HOPE AVENUE

(Street)

ROCHESTER NY 14620

(City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Vaccinex (Rochester), L.L.C.		
(Last)	(First)	(Middle)
44 WOODLAND ROAD		
(Street)		
PITTSFORD	NY	14534
(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. 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.
3. The reported securities converted into shares of Common Stock on a 0.1641-for-1 basis immediately prior to the consummation of the Issuer's initial public offering.
4. The reported securities converted into shares of Common Stock on a 1-for-10 basis immediately prior to the consummation of the Issuer's initial public offering.

Remarks:

[/s/ Maurice Zauderer](#) [08/15/2018](#)

[VACCINEX \(ROCHESTER\),](#)

[L.L.C. BY: /s/ Maurice](#) [08/15/2018](#)

[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 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.