
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 27, 2020

Vaccinex, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38624
(Commission
File Number)

16-1603202
(IRS Employer
Identification No.)

1895 Mount Hope Avenue, Rochester, New York
(Address of principal executive offices)

14620
(Zip Code)

(585) 271-2700
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001 per share	VCNX	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 27, 2020, Vaccinex, Inc. (the “Company”) announced that the Company’s Board of Directors (the “Board”) appointed Robert Scala, age 52, to serve as the Company’s Chief Commercial Officer, effective September 1, 2020. Prior to joining the Company, Mr. Scala served as the Vice President, Business Planning & Commercial Operations for DBV Technologies, a biotech start-up focused on immunotherapies for food allergies, from October 2017 to July 2020. Mr. Scala also previously served as the Vice President, Business Planning and Commercial Operations for Radius Health, a biopharmaceutical company focused on developing endocrine therapeutics, from November 2015 to October 2017 and as Executive Director, Commercial Development and Global Marketing for Eisai Pharmaceuticals, a pharmaceutical company, from July 2011 to November 2015. Mr. Scala has no family relationship with any director or executive officer of the Company and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with Mr. Scala’s appointment and upon his becoming an executive officer, he will receive an annual base salary of \$320,004 and will be eligible to receive an annual cash bonus with a target amount equal to 30% of his base salary. Mr. Scala will also receive an award under the Company’s 2018 Omnibus Incentive Plan consisting of an option to purchase 50,000 shares of Common Stock at an exercise price per share equal to the closing value of the Company’s stock on August 31, 2020. The options will vest one-fourth on each of the first four anniversaries of September 1, 2020.

The description of the option award is qualified in its entirety by reference to the [Form of Incentive Stock Option Agreement under the Company’s 2018 Omnibus Incentive Plan filed as Exhibit 10.7 to the Company’s Registration Statement on Form S-1 filed on July 23, 2018](#), which is hereby incorporated by reference into this Item 5.02.

The Company issued a press release on August 27, 2020, announcing this appointment. The press release is attached and filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release dated August 27, 2020

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VACCINEX, INC.

Date: August 27, 2020

By: /s/ Scott E. Royer
Scott E. Royer
Chief Financial Officer

Vaccinex Announces Appointment of Robert Scala as**Chief Commercial Officer**

ROCHESTER, N.Y., August 27, 2020 (GLOBE NEWSWIRE) – Vaccinex, Inc. (Nasdaq: VCNX), a clinical-stage biotechnology company pioneering novel investigational antibody therapies in Huntington’s disease (HD) and cancer, announced the appointment of Robert Scala as Chief Commercial Officer. Robert will build and lead all commercial functions at Vaccinex and provide strategic and functional oversight of commercial operations for the Company starting with pepinemab, potentially the first disease modifying treatment for Huntington’s disease. He will report to Maurice Zauderer, Ph.D., President and CEO, and serve as a member of the Company’s Executive Team.

Maurice Zauderer commented: “The appointment of Robert Scala as Chief Commercial Officer marks a new phase in the growth of our company. On a solid foundation of innovation in research and achievements in clinical development, Robert will position our company to efficiently address the challenges of commercial expansion. Robert is an experienced commercial leader who demonstrated the ability to manage and integrate diverse resources in his previous appointments, and will direct existing and expanding capabilities at Vaccinex.”

Mr. Scala brings over 30 years of experience across neurology, oncology, immunology and endocrinology in multiple geographic regions. He joins Vaccinex after serving as Vice President of Business Planning and Operations at start-up biotechnology companies DBV Technologies and Radius Health.

In these roles, Mr. Scala successfully established operational infrastructure to enable enterprise-wide initiatives to ensure launch-readiness as well as to enable execution across Sales, Marketing, Medical and Managed Markets. Prior to his biotechnology experience, Mr. Scala served in various roles of increasing responsibilities at Merck/Schering-Plough, Pfizer/Pharmacia, and Eisai, including Commercial Development, Marketing, Operations, and Finance.

“Currently there are no approved treatments to alter the course of Huntington’s disease, and there is a great unmet need for disease-modifying options”, said Robert Scala. “I look forward to building upon the great science and clinical evidence the Company has developed and to work in establishing the commercial capabilities necessary to potentially bring investigational therapies to patients in need.”

About Vaccinex, Inc.

Vaccinex, Inc. is pioneering a differentiated approach to treating neurodegenerative disease through the inhibition of semaphorin 4D (SEMA4D), a key driver of neuroinflammation. The company’s lead drug candidate, pepinemab, blocks SEMA4D and has potential as a disease-modifying treatment for Huntington’s, Alzheimer’s and other neurodegenerative diseases. Beyond neurology, Vaccinex believes that, in combination with checkpoint inhibitors, pepinemab has potential to increase objective responses in oncology. The company additionally intends to leverage its proprietary drug discovery platform, ActivMAB®, to create opportunities for future pipeline expansion and strategic collaborations.

Forward Looking Statements

To the extent that statements contained in this press release are not descriptions of historical facts regarding Vaccinex, Inc. (“Vaccinex,” “we,” “us,” or “our”), they are forward-looking statements reflecting management’s current beliefs and expectations. Words such as “may,” “will,” “expect,” “anticipate,” “estimate,” “intend,” “potential,” “advance,” and similar expressions or their negatives (as well as other words and expressions referencing future events, conditions, or circumstances) are intended to identify forward-looking statements. Examples of forward-looking statements in this press release include, among others, statements about the expected timing and results of our ongoing and future clinical trials and our expectations regarding the potential benefits, activity and effectiveness of our product candidates. Forward-looking statements may involve substantial risks and uncertainties that could cause our research and pre-clinical development programs, clinical development programs, future results, performance, or achievements to differ significantly from those expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, uncertainties inherent in the execution, cost and completion of preclinical and clinical trials, uncertainties related to regulatory approval, our history of operating losses and need to raise additional capital to continue as a going concern, risks related to our indebtedness, risks related to our dependence on our lead product candidate, pepinemab, the impact of the COVID-19 pandemic, and other matters that could affect our development plans or the commercial potential of our product candidates. Except as required by law, we assume no obligation to update these forward-looking statements. For a further discussion of these and other factors that could cause future results to differ materially from any forward-looking statement, see the section titled “Risk Factors” in our periodic reports filed with the Securities and Exchange Commission (“SEC”) and the other risks and uncertainties described in our Form 10-K filed with the SEC on March 13, 2019 and subsequent periodic reports.

Investor Contact

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