

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 10-Q
Amendment No. 1**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2020

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-38624

Vaccinex, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

16-1603202
(I.R.S. Employer
Identification No.)

14620
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 10, 2020, the registrant had 22,385,628, shares of common stock, \$0.0001 par value per share, outstanding.

Explanatory Note

Vaccinex, Inc. (together with its subsidiaries, the “Company”) is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q filed with the United States Securities and Exchange Commission (the “SEC”) on November 13, 2020 (the “Original Filing”) to include the information required to be disclosed under Part II, Item 2, “Unregistered Sales of Equity Securities and Use of Proceeds.”

In addition, as required by Rule 12b-15 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), new certifications by the Company’s principal executive officer and principal financial officer are filed herewith as exhibits to this Amendment, under Item 6 hereof, pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act. Since no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted. The Company is also not including new certifications under Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) (Section 906 of the Sarbanes-Oxley Act of 2002), as no financial statements are being filed with this Amendment.

Other than as expressly set forth herein, this Amendment No. 1 does not, and does not purport to, amend, update or restate the information in Original Filing or reflect any events that have occurred after the Original Filing was made. Information not affected by this Amendment No. 1 remains unchanged and reflects the disclosures made at the time as of which the Original Filing was made. No changes have been made to the financial statements of the Company as contained in the Original Filing. Accordingly, this Amendment No. 1 should be read together with the Original Filing and the Company’s other filings with the SEC.

Part II - OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On September 4, 2020, the Company sold 349,650 shares of its common stock in a private placement to an accredited investor exempt from registration under the Securities Act of 1933, as amended, or the Securities Act, in reliance on Section 4(a)(2) thereof and Rule 506 of Regulation D thereunder, to the Alzheimer's Drug Discovery Foundation for \$5.72 per share. The aggregate gross proceeds for the sale of the shares were \$2 million.

Item 6. Exhibits

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
4.1	7% Original Issue Discount Senior Convertible Debenture due August 3, 2021 (incorporated by reference herein from Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2020).
10.1	Stock Purchase Agreement by and between the Company and Friedberg Global-Macro Hedge Fund, Ltd., dated as of July 9, 2020 (incorporated by reference herein from Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on July 10, 2020).
10.2	Registration Rights Agreement by and between the Company and Friedberg Global-Macro Hedge Fund, Ltd., dated as of July 10, 2020 (incorporated by reference herein from Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on July 10, 2020).
10.3	Securities Purchase Agreement, dated July 30, 2020, by and among the Company and the Purchaser (incorporated by reference herein from Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on July 31, 2020).
10.4	Registration Rights Agreement, dated August 3, 2020, by and among the Company and 3i, LP (incorporated by reference herein from Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2020).
10.5	Security Agreement, dated July 31, 2020, by and between the Company and 3i, LP, as Collateral Agent (incorporated by reference herein from Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2020).
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (previously filed with the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2020).
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (previously filed with the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2020).
31.3*	Form 10-Q/A Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.4*	Form 10-Q/A Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350 (previously furnished with the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2020).
101	The following items from this Quarterly Report on Form 10-Q formatted in Extensible Business Reporting Language: (i) Condensed Consolidated Balance Sheets (Unaudited), (ii) Condensed Consolidated Statements of Operations (Unaudited), (iii) Consolidated Statements of Stockholders' Deficit (Unaudited), (iv) Condensed Consolidated Statements of Cash Flows (Unaudited), and (v) Notes to Condensed Consolidated Financial Statements (Unaudited) (previously filed with the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2020).

* Filed herewith.

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 thereunto duly authorized.

Vaccinex, Inc.
(Registrant)

November 19, 2020

By: /s/ Maurice Zauderer
Maurice Zauderer, Ph.D.
President & Chief Executive Officer
(Principal Executive Officer)

November 19, 2020

By: /s/ Scott E. Royer
Scott E. Royer, CFA, MBA
Chief Financial Officer
(Principal Financial Officer)

CERTIFICATION

I, Maurice Zauderer, certify that:

1. I have reviewed this amendment to the quarterly report on Form 10-Q for the three months ended September 30, 2020 of Vaccinex, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: November 19, 2020

/s/ Maurice Zauderer

Maurice Zauderer, Ph.D.

President and Chief Executive Officer

(Principal Executive Officer)

CERTIFICATION

I, Scott E. Royer, certify that:

1. I have reviewed this amendment to the quarterly report on Form 10-Q for the three months ended September 30, 2020 of Vaccinex, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: November 19, 2020

/s/ Scott E. Royer

Scott E. Royer
Chief Financial Officer
(Principal Financial Officer)