

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>Friberg Jacob B.</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 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2021</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 | | | | | | | | 63,519 | D | |
| Common Stock | | | | | | | | 4,420 | I | By Benbow Estates, Ltd. ⁽¹⁾ |
| Common Stock | | | | | | | | 4,121 | I | By Gee Eff Services Limited ⁽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 | | | | | |
| Stock Option (Right to Buy) | \$13.6 | | | | | | | (3) | 09/15/2027 | Common Stock | 6,396 | 6,396 | D | |
| Stock Option (Right to Buy) | \$5.26 | | | | | | | (3) | 03/30/2029 | Common Stock | 2,501 | 2,501 | D | |
| Stock Option (Right to Buy) | \$7.78 | | | | | | | (3) | (4) | Common Stock | 7,718 | 7,718 | D | |
| Stock Option (Right to Buy) | \$5.52 | | | | | | | (3) | 06/29/2029 | Common Stock | 2,385 | 2,385 | D | |
| Stock Option (Right to Buy) | \$7.17 | | | | | | | (3) | 09/27/2029 | Common Stock | 1,856 | 1,856 | D | |
| Stock Option (Right to Buy) | \$4.85 | | | | | | | (3) | 12/28/2029 | Common Stock | 2,737 | 2,737 | D | |
| Stock Option (Right to Buy) | \$4 | | | | | | | (3) | 03/29/2030 | Common Stock | 3,336 | 3,336 | D | |
| Stock Option (Right to Buy) | \$3.95 | | | | | | | (3) | (5) | Common Stock | 15,679 | 15,679 | D | |

**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 | | | | |
| Stock Option (Right to Buy) | \$3.61 | | | | | | | (3) | 06/28/2030 | Common Stock | 3,756 | | 3,756 | D | |
| Stock Option (Right to Buy) | \$1.78 | | | | | | | (3) | 09/28/2030 | Common Stock | 7,626 | | 7,626 | D | |
| Stock Option (Right to Buy) | \$2.07 | | | | | | | (3) | 12/29/2030 | Common Stock | 6,545 | | 6,545 | D | |
| Stock Option (Right to Buy) | \$2.98 | | | | | | | (3) | 03/31/2031 | Common Stock | 4,535 | | 4,535 | D | |
| Stock Option (Right to Buy) | \$2.15 | | | | | | | 05/11/2022 | (6) | Common Stock | 28,586 | | 28,586 | D | |
| Stock Option (Right to Buy) | \$2.8 | | | | | | | (3) | 06/28/2031 | Common Stock | 4,804 | | 4,804 | D | |
| Stock Option (Right to Buy) | \$2.16 | | | | | | | (3) | 09/28/2031 | Common Stock | 6,233 | | 6,233 | D | |
| Stock Option (Right to Buy) | \$1.04 | 12/31/2021 | | A | | 12,856 | | 12/31/2021 | 12/29/2031 | Common Stock | 12,856 | \$0.68 ⁽⁷⁾ | 12,856 | D | |

Explanation of Responses:

- Mr. Frieberg's spouse is the owner of Benbow Estates, Ltd. and Mr. Frieberg is an officer of Benbow Estates, Ltd. Mr. Frieberg disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Mr. Frieberg is the sole owner and President of Gee Eff Services Limited.
- Exercisable in full as of the date of this report.
- This option expires on May 14, 2029 or five years following retirement or cessation of services, whichever occurs first.
- This option expires on May 12, 2030 or five years following retirement or cessation of services, whichever occurs first.
- This option expires on May 9, 2031 or five years following retirement or cessation of services, whichever occurs first.
- Pursuant to the Issuer's Director Compensation Program, in a transaction exempt under Rule 16b-3, the reporting person elected to receive these options in lieu of \$8,750 for retainer and meeting fees during the fourth quarter of 2021. The number of options was calculated in accordance with the Black-Scholes valuation model and all such options are immediately exercisable.

/s/ Scott E. Royer, Attorney-in-Fact for Jacob B. Frieberg 01/03/2022

** 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.

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