FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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| STATEMENT | OF CHANG | ES IN BENEI | FICIAL OW | NERSHIP |
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| | OMB APPRO | VAL | | | | | | |
|---|--------------------------|-----------|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | |
| l | Estimated average burden | | | | | | | |
| 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

| Name and Address of Reporting Person* | | | | 2. Issuer Name and Ticker or Trading Symbol VACCINEX, INC. [VCNX] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
|--|---|--|---|--|---|---|---------|--|--|-------------------------------------|--------|--|---|---|---|---|-----------------------|--|---------------------------------------|
| VACCINEX, INC. | | | | | TAGORILA, IIIG. [VOIVA] | | | | | | | | X | Directo | r | | 10% Ow | ner | |
| (Last) (First) (Middle) C/O VACCINEX, INC. | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/30/2019 | | | | | | | | | Officer (give title below) | | | Other (specify below) | | |
| 1895 MO | OUNT HOP | E AVENUE | | | 4 1 | f Ame | ndment | Date | of Original F | iled (Mo | nth/Da | av/Year) | | 6 Individ | dual or . | loint/Groun | Filing | g (Check Ap | olicable |
| (Street) ROCHESTER NY 14620 | | 14620 | | - | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Line) | Form f | filed by One Reporting Person | | ۱ | | | |
| (City) | (S | | (Zip) | | - | | | | | | | | | | | | | | |
| | | Tab | le I - Nor | n-Deriv | ative | Se | curitie | s Ac | cquired, D | ispos | ed o | f, or Be | nefic | ially C | wned | <u> </u> | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/D | | | | Execution Date, | | e, Transaction Disposed Code (Instr. 5) | | rrities Acquired (A) ed Of (D) (Instr. 3, | | , 4 and Securit Benefic Owned | | es ally Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | r Indirect C r Indirect E str. 4) C | 7. Nature of Indirect Beneficial Ownership | | | | |
| | | | | | | | | | Code | / Am | nount | (A) or (D) | r Pric | . 1 | Reported Transact (Instr. 3 a | ction(s) | | | Instr. 4) |
| | | 7 | able II - | <u>.</u> Deriva | tive | Seci | urities | Acc | uired, Dis | spose | d of, | or Ben | eficia | lly Ov | vned | | | <u> </u> | |
| | 1 | 1 | | (e.g., p | uts, | call | s, warr | ants | s, options | , conv | /erti | ble secu | ırities | 5) | | | | | 1 |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deeme Execution if any (Month/Da | Date, | 4. Transaction Code (Instr 8) | | n of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | and | 7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4) | | Der Sec (Ins | 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) | Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exercisable | Expira Date | ation | Title | Amou or Numb of Share | er | | | | | |
| Stock Option (Right to Buy) | \$10 | | | | | | | | (1) | 03/06/2 | 2020 | Common Stock | 4,50 | 0 | | 4,500 | | D | |
| Stock Option (Right to Buy) | \$14.9 | | | | | | | | (1) | 03/06/2 | 2023 | Common Stock | 7,50 | 0 | | 7,500 | | D | |
| Stock Option (Right to Buy) | \$13.6 | | | | | | | | (1) | 09/15/ | 2027 | Common Stock | 6,39 | 6 | | 6,396 | | D | |
| Stock Option (Right to Buy) | \$5.26 | | | | | | | | (1) | 03/30/ | 2029 | Common Stock | 2,50 | 1 | | 2,501 | | D | |
| Stock Option (Right to Buy) | \$7.78 | | | | | | | | 05/15/2020 | (2) |) | Common Stock | 7,71 | 8 | | 7,718 | | D | |
| Stock Option (Right to | \$7.17 | 09/30/2019 | | | A | | 1,856 | | 09/30/2019 | 09/27/ | 2019 | Common Stock | 1,85 | 6 \$0 |).00 ⁽³⁾ | 1,856 | | D | |

Explanation of Responses:

- 1. Exercisable in full as of the date of this report.
- 2. Except as otherwise provided in the award notice, this option expires on May 14, 2029 or five years following retirement or cessation of services, whichever occurs first.
- 3. 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 third quarter of 2019. The number of options was calculated in accordance with the Black-Scholes valuation model and all of such options are immediately exercisable.

Remarks:

/s/ Scott E. Royer, Attorney-in-

Fact for Gerald E. Van **Strydonck**

10/02/2019

** 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. | |
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