SEC Form 4	
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## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

### 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

OMB APPF	ROVAL
OMB Number:	3235-0287
Estimated average bu	urden
hours per response.	0.5

1. 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)					
<u>VACCINEX, INC.</u>			ii	X	Director	10% Owner				
,			-	_	Officer (give title	Other (specify				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)				
C/O VACCINE	X, INC.		09/30/2019							
1895 MOUNT	HOPE AVENUE			_						
			4. If Amendment, Date of Original Filed (Month/Day/Year) 10/02/2019	6. Indiv Line)	vidual or Joint/Group Fili	ng (Check Applicable				
(Street)				X	Form filed by One Re	porting Person				
ROCHESTER	NY	14620	_		Form filed by More th Person	an One Reporting				
(City)	(State)	(Zip)								

### 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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	

### 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. Transa Code ( 8)		5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	tive ties red sed 3, 4	6. Date Exerc Expiration Da (Month/Day/N	ate Amount of		8. Price of Derivative Security (Instr. 5)	ivative derivative urity Securities tr. 5) Beneficially Owned	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				
Option (Right to Acquire)	(1)							(1)	(1)	Common Stock	4,420		44,200	D	
Option (Right to Acquire)	(1)							(1)	(1)	Common Stock	4,420		44,200	I	By Benbow Estates Ltd. <sup>(2)</sup>
Option (Right to Acquire)	(3)							(3)	(3)	Common Stock	4,121		75,000	Ι	By Gee Eff Services Limited <sup>(4)</sup>
Stock Option (Right to Buy)	\$13.6							(5)	09/15/2027	Common Stock	6,396		6,396	D	
Stock Option (Right to Buy)	\$5.26							(5)	03/30/2029	Common Stock	2,501		2,501	D	
Stock Option (Right to Buy)	\$7.78							05/15/2020	(6)	Common Stock	7,718		7,718	D	
Stock Option (Right to Buy)	\$7.17	09/30/2019		A		1,856		09/30/2019	09/27/2019	Common Stock	1,856	<b>\$0.00</b> <sup>(7)</sup>	1,856	D	

#### Explanation of Responses:

1. Limited partnership units of Vaccinex Products, LP, which are presently exchangeable into shares of Common Stock on a 1-for-10 basis at the holder's option.

2. 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.

3. Partnership interests in VX3 (DE) LP, or VX3, which are presently exchangeable into shares of Common Stock on a 1-for-0.05495 basis at the holder's option. On August 13, 2018, Gee Eff Services Limited entered into an exchange agreement with the Issuer and the other partners of VX3 that provides each VX3 partner the right to exchange all, but not less than all, of its partnership interests in VX3 for shares of Common Stock. The option has no expiration date.

4. Mr. Frieberg is the sole owner and President of Gee Eff Services Limited.

5. Exercisable in full as of the date of this report.

6. Except as otherwise provided in this award notice, this option expires on May 14, 2029 or five years following retirement or cessation of services, whichever occurs first.

7. 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-10/04/2019

 Fact for Jacob B. Frieberg
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 \*\* 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.