

**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): May 19, 2023**

**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)

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

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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.

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**Item 8.01 Other Events.**

On May 19, 2023, Vaccinex, Inc. (the “Company”) filed a prospectus supplement under which the Company may offer and sell, from time to time, shares of its common stock having an aggregate offering price of up to \$4,391,000 (the “Shares”) through Jefferies LLC (“Jefferies”) as sales agent pursuant to the Company’s Open Market Sale Agreement<sup>SM</sup> with Jefferies dated March 27, 2020. A copy of the opinion of Hogan Lovells US LLP relating to the validity of the Shares is attached as Exhibit 5.1 hereto.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any offer, solicitation, or sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**Item 9.01 Financial Statements and Exhibits.**

The following exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
5.1	<a href="#">Opinion of Hogan Lovells US LLP</a>
23.1	<a href="#">Consent of Hogan Lovells US LLP (included in Exhibit 5.1)</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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: May 19, 2023

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



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May 19, 2023

Board of Directors  
Vaccinex, Inc.  
1895 Mount Hope Avenue  
Rochester, NY 14620

Ladies and Gentlemen:

We are acting as counsel to Vaccinex, Inc., a Delaware corporation (the “**Company**”), in connection with the issuance and sale of up to \$4,391,000 of shares of the Company’s common stock, par value \$0.0001 per share (the “**Shares**”), from time to time and at various prices in an “at the market” offering pursuant to the terms of the Open Market Sale Agreement<sup>SM</sup>, dated March 27, 2020 (the “**Sales Agreement**”), between the Company and Jefferies LLC as sales agent (the “**Agent**”). The offering of the Shares by the Company is being made pursuant to the Company’s registration statement on Form S-3 (the “**Registration Statement**”) filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”) on April 3, 2023, including a base prospectus (the “**Base Prospectus**”) that forms a part thereof and a prospectus supplement dated May 19, 2023 (the “**Prospectus Supplement**”) and together with the Base Prospectus, the “**Prospectus**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including pdfs). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following the (i) authorization by the Company’s Board of Directors (the “**Board**”), or by the duly authorized Pricing Committee of the Board (the “**Pricing Committee**”) within the limitations established by resolutions duly adopted by the Board, of the terms pursuant to which the Shares may be sold pursuant to the Sales Agreement, (ii) authorization by a duly authorized executive officer, designated by the Board

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or the Pricing Committee to approve placement notices under the Sales Agreement, of the terms of the applicable placement notice executed in a manner consistent with the foregoing and pursuant to which the Shares may be sold pursuant to the Sales Agreement, (iii) issuance of the Shares pursuant to the terms of the Sales Agreement and of such applicable placement notice, and (iv) receipt by the Company of the consideration for the Shares sold pursuant to such terms, the Shares will be validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the filing by the Company of a Current Report on Form 8-K (the “**Form 8-K**”) on the date hereof relating to the offer and sale of the Shares, which Form 8-K will be incorporated by reference into the Registration Statement and Prospectus, and speaks as of the date hereof. We assume no obligation to advise of any changes in the foregoing subsequent to the delivery of this letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Form 8-K and to the reference to this firm under the caption “Legal Matters” in the Prospectus. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

Very truly yours,

/s/ Hogan Lovells US LLP

Hogan Lovells US LLP