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

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION
STATEMENT NO. 333-226964**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION
STATEMENT NO. 333-279307**

*UNDER
THE SECURITIES ACT OF 1933*

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)

**Vaccinex, Inc. 2001 Employee Equity Plan
Vaccinex, Inc. 2011 Employee Equity Plan
Vaccinex, Inc. 2018 Omnibus Incentive Plan**
(Full title of the plans)

**Maurice Zauderer
President & Chief Executive Officer
Vaccinex, Inc.
1895 Mount Hope Avenue
Rochester, New York 14620**
(Name and address of agent for service)

(585) 271-2700
(Telephone number, including area code, of agent for service)

Copies to:

**William I. Intner
J. Nicholas Hoover
Hogan Lovells US LLP
1001 International Drive, Suite 2000
Baltimore, Maryland 21202
(410) 659-2700**

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 ☐
Non-accelerated filer ☒

Accelerated filer ☐
Smaller reporting company ☒
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE/DEREGISTRATION OF SECURITIES

Vaccinex, Inc., a Delaware corporation (“Vaccinex” or the “Company”), is filing these post-effective amendments (the “Post-Effective Amendments”) to the following Registration Statements on Form S-8 (the “Registration Statements”), which have been previously filed with the Securities and Exchange Commission (the “SEC”), to deregister any and all shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), registered but unsold or otherwise unissued under each such Registration Statement as of the date hereof:

1. Registration Statement No. [333-226964](#), filed with the SEC on August 21, 2018, registering 1,923 shares of Common Stock originally issuable under the Vaccinex, Inc. 2001 Employee Equity Plan and the Vaccinex, Inc. 2011 Employee Equity Plan, and 2,024 shares of Common Stock issuable under the Vaccinex, Inc. 2018 Omnibus Incentive Plan (the “2018 Plan”).
2. Registration Statement No. [333-279307](#), filed with the SEC on May 10, 2024, registering 84,503 shares of Common Stock issuable under the 2018 Plan.

The share numbers set forth in item 1 above reflect (i) a 1-for-15 reverse stock split of Common Stock that became effective on September 25, 2023 and (ii) a 1-for-14 reverse stock split of Common Stock that became effective on February 19, 2024.

This filing is made pursuant to an undertaking made by the Company in each Registration Statement to remove from registration by means of a post-effective amendment any securities that had been registered for issuance but remain unsold at the termination of each offering. The Company, by filing these Post-Effective Amendments, hereby terminates the effectiveness of the Registration Statements and removes from registration any and all securities registered but unsold or otherwise unissued under the Registration Statements as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on March 25, 2025.

Vaccinex, Inc.

By: /s/ Maurice Zauderer

Maurice Zauderer

Chief Executive Officer

No other person is required to sign these Post-Effective Amendments in reliance upon Rule 478 under the Securities Act of 1933.