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

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**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Vaccinex, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation or organization)

**2834**

(Primary Standard Industrial Classification Code Number)

**16-1603202**

(I.R.S. Employer Identification Number)

**1895 Mount Hope Avenue  
Rochester, New York 14620  
(585) 271-2700**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Maurice Zauderer, Ph.D.  
President and Chief Executive Officer  
Vaccinex, Inc.**

**1895 Mount Hope Avenue  
Rochester, New York 14620  
(585) 271-2700**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copies to:

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

**Scott E. Royer  
Chief Financial Officer  
Vaccinex, Inc.  
1895 Mount Hope Avenue  
Rochester, New York 14620  
Tel: (585) 271-2700**

**Faith L. Charles, Esq.  
Todd Mason, Esq.  
Thompson Hine LLP  
300 Madison Avenue, 27th Floor  
New York, New York 10017-6232  
Tel: (212) 344-5680**

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**Approximate date of commencement of proposed sale to public:** As soon as practicable after this registration statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  **333-274520**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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.

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**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, or the Securities Act, for the sole purpose of increasing the aggregate offering price of shares of common stock, pre-funded warrants, common warrants and shares of common stock issuable upon exercise of the pre-funded warrants and common warrants to be offered by Vaccinex, Inc., or the Registrant. The contents of the Registration Statement on Form S-1 (File No. 333-274520) filed by the Registrant with the Securities and Exchange Commission, or the Commission, pursuant to the Securities Act, or the Prior Registration Statement, which was declared effective by the Commission on September 28, 2023, including all exhibits to the Prior Registration Statement, are incorporated by reference into this Registration Statement. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Filing Fees table contained in the Prior Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

**Item 16. Exhibits.**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
5.1	<a href="#"><u>Opinion of Hogan Lovells US LLP.</u></a>
23.1	<a href="#"><u>Consent of Independent Registered Public Accounting Firm, Deloitte &amp; Touche LLP.</u></a>
23.2	<a href="#"><u>Consent of Hogan Lovells US LLP (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Power of Attorney (incorporated herein by reference from Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-274520) filed September 14, 2023).</u></a>
107	<a href="#"><u>Filing Fee Table.</u></a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, in the State of New York, on September 28, 2023.

### VACCINEX, INC.

By: /s/ Maurice Zauderer, Ph.D.

Name: Maurice Zauderer, Ph.D.

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Maurice Zauderer, Ph.D.</u> <b>Maurice Zauderer, Ph.D.</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	September 28, 2023
<u>/s/ Scott E. Royer, CFA, MBA</u> <b>Scott E. Royer, CFA, MBA</b>	Chief Financial Officer (Principal Financial and Accounting Officer)	September 28, 2023
<u>*</u> <b>Albert D. Friedberg</b>	Chairman of the Board	September 28, 2023
<u>*</u> <b>Chrystyna Bedrij Stecyk</b>	Director	September 28, 2023
<u>*</u> <b>Jacob B. Frieberg</b>	Director	September 28, 2023
<u>*</u> <b>Bala S. Manian, Ph.D.</b>	Director	September 28, 2023
<u>*</u> <b>Gerald E. Van Strydonck</b>	Director	September 28, 2023
<u>*</u> <b>Barbara Yanni</b>	Director	September 28, 2023

\* By: /s/ Maurice Zauderer, Ph.D.  
**Maurice Zauderer, Ph.D.**  
*Attorney-in-Fact*



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September 28, 2023

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

To the addressee referred to above:

We are acting as counsel to Vaccinex, Inc., a Delaware corporation (the “**Company**”), in connection with its registration statement on Form S-1, as amended (File No. 333-274520) (the “**Initial Registration Statement**”), filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Act**”), and its registration statement on Form S-1 filed with the Commission pursuant to Rule 462(b) under the Act (together with the Initial Registration Statement, the “**Registration Statement**”) relating to the proposed public offering of (i) up to 9,600,000 shares of the common stock, par value \$0.0001 per share (the “**Common Stock**”) of the Company (the “**Shares**”), (ii) pre-funded warrants to purchase up to 9,600,000 shares of Common Stock (the “**Pre-Funded Warrants**”), and (iii) warrants to purchase up to 9,600,000 shares of Common Stock (together with the Pre-Funded Warrants, the “**Warrants**”). 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. We have also assumed upon the issuance of the shares of Common Stock issuable upon exercise of the Warrants (the “**Warrant Shares**”), the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under its certificate of incorporation and by the Board of Directors of the Company (the “**Board**”) in connection with the offering contemplated by the Registration Statement. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

Hogan Lovells US LLP is a limited liability partnership registered in the state of Delaware. “Hogan Lovells” is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Birmingham Boston Brussels Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Munich New York Northern Virginia Paris Philadelphia Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Warsaw Washington, D.C. Associated Offices: Budapest Jakarta Riyadh Shanghai FTZ Ulaanbaatar. Business Service Centers: Johannesburg Louisville. Legal Services Center: Berlin. For more information see [www.hoganlovells.com](http://www.hoganlovells.com)

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended, and as to the opinion expressed in paragraph (b) below, the laws of the State of New York (but not including any laws, statutes, ordinances, administrative decisions, rules or regulations of any political subdivision below the state level). 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:

- (a) (1) issuance of the Shares pursuant to the terms of the Securities Purchase Agreement between the Company and each purchaser signatory thereto (the “**Agreement**”) as applicable and the resolutions of the Board or a duly authorized committee thereof (the “**Committee**”) and (2) receipt by the Company of the consideration for the Shares specified in the resolutions of the Board or the Committee, the Shares will be validly issued, fully paid, and nonassessable.
- (b) (1) execution and delivery by the Company of the Warrants pursuant to the terms of the Agreement as applicable and the resolutions of the Board or the Committee and (2) receipt by the Company of the consideration for the Warrants specified in the resolutions of the Board or the Committee, the Warrants will constitute valid and binding obligations of the Company.
- (c) (1) execution and delivery by the Company of the Warrants pursuant to the terms of the Agreement as applicable and the resolutions of the Board or the Committee, (2) receipt by the Company of the consideration for the Warrants specified in the resolutions of the Board or the Committee, and (3) exercise of the Warrants pursuant to their terms, including receipt by the Company of the consideration for the Warrant Shares specified therein, and issuance of the Warrant Shares thereunder, the Warrant Shares will be validly issued, fully paid, and nonassessable.

The opinion expressed in paragraph (b) above with respect to the valid and binding nature of obligations may be limited by bankruptcy, insolvency, reorganization, receivership, moratorium or other laws affecting creditors’ rights (including, without limitation, the effect of statutory and other law regarding fraudulent conveyances, fraudulent transfers and preferential transfers) and by the exercise of judicial discretion and the application of principles of equity, good faith, fair dealing, reasonableness, conscionability and materiality (regardless of whether the Warrants are considered in a proceeding in equity or at law).

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the reference to this firm under the caption “Legal Matters” in the prospectus constituting a part of the Registration Statement. 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

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 MEF of our report dated March 31, 2023 relating to the financial statements of Vaccinex, Inc. (“the Company”), appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2022, incorporated by reference in Registration Statement on Form S-1 No. 333-274520. We also consent to the reference to us under the heading “Experts” in Registration Statement on Form S-1 No. 333-274520.

/s/ Deloitte & Touche LLP

Rochester, New York  
September 28, 2023



## Calculation of Filing Fee Tables

Form S-1  
(Form Type)

## Vaccinex, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price(1)	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial effective date	Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward
<b>Newly Registered Securities</b>												
Fees to Be Paid	Equity	Common stock, par value \$0.001 per share (2)	Rule 457(o)	—	—	\$9,600,000	0.00011020	\$1,057.92(4)				
	Other	Pre-Funded Warrants to purchase shares of common stock(3)(5)	Other	—	—	—	—	—				
	Equity	Common Stock underlying the Pre-Funded Warrants(3)	Rule 457(o)	—	—	—	—	—				
	Other	Common Warrants to purchase shares of common stock(5)	Other	—	—	—	—	—				
	Equity	Common Stock underlying the Common Warrants to purchase Common Stock	Rule 457(o)	—	—	\$9,600,000	0.00011020	\$1,057.92				
Fees Previously Paid	—	—	—	—	—	\$16,000,000	0.00011020	\$1,763.20(6)				
<b>Carry Forward Securities</b>												
Carry Forward Securities	—	—	—	—	—	—	—	—	—	—	—	—
	Total Offering Amounts					\$19,200,000		\$2,115.84				
	Total Fees Previously Paid					\$16,000,000		\$1,763.20				
	Total Fee Offsets							—				
	Net Fee Due							\$352.64				

- (1) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(o) under the Securities Act.
- (2) Pursuant to Rule 416 under the Securities Act, this registration statement shall also cover any additional shares of the registrant's securities that become issuable by reason of any share splits, share dividends or similar transactions.
- (3) The proposed maximum aggregate offering price of the shares of common stock proposed to be sold in the offering will be reduced on a dollar-for-dollar basis based on the aggregate offering price of the Pre-Funded Warrants offered and sold in the offering (plus the aggregate exercise price of the shares of common stock issuable upon exercise of the Pre-Funded Warrants), and as such the proposed aggregate maximum offering price of the shares of common stock and Pre-Funded Warrants (including shares of common stock issuable upon exercise of the Pre-Funded Warrants), if any, is \$9,600,000.
- (4) Calculated pursuant to Rule 457(o) under the Securities Act based on an estimate of the proposed maximum aggregate offering price.
- (5) No fee due pursuant to Rule 457(g) under the Securities Act.
- (6) Fees previously paid on September 14, 2023.