

**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): September 9, 2020**

**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
<b>Common Stock, par value \$0.0001 per share</b>	<b>VCNX</b>	<b>Nasdaq Capital Market</b>

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.

**Item 8.01 Other Events.**

On September 9, 2020, Vaccinex, Inc. (the “Company”) filed a prospectus supplement (the “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 \$113,000,000 (the “Shares”) through Jefferies LLC (“Jefferies”) as sales agent pursuant to the Company’s Open Market Sale Agreement<sup>SM</sup> (the “Sale Agreement”) 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. No amendment to the Sale Agreement was made in connection with the filing of the Prospectus Supplement. The Prospectus Supplement supersedes, and the Company has ceased the use of and the offering of Shares under the Company’s prior prospectus supplement dated August 14, 2020. Since March 31, 2020, the Company has sold 2,553,529 shares of common stock for net proceeds of \$10.0 million under the Sale Agreement.

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>

**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.

Date: September 9, 2020

**Vaccinex, Inc.**

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



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September 9, 2020

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 \$113,000,000 of shares of common stock, par value \$0.0001 per share, of the Company (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, dated March 27, 2020 (the “Agreement”), between the Company and Jefferies LLC, as placement agent (the “Agent”). The offering of the Shares by the Company is being made pursuant to its registration statement on Form S-3 (File No. 333-236416) (the “Registration Statement”), filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Act”), the accompanying prospectus dated March 11, 2020 (the “Base Prospectus”) that forms a part thereof and the prospectus supplement dated September 9, 2020 (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 (i) execution and delivery by the Company of the Agreement, (ii) issuance of the Shares pursuant to the terms of the Agreement, and (iii) receipt by the Company of the consideration for the Shares specified in the resolutions of the Board of Directors, the Shares will be validly issued, fully paid, and nonassessable.

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

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Company's Current Report on Form 8-K to be filed with the Commission on the date hereof 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