

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>Zauderer Maurice</u> (Last) (First) (Middle) C/O VACCINEX, INC. 1895 MOUNT HOPE AVENUE (Street) ROCHESTER NY 14620 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>VACCINEX, INC. [VCNX]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2022 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 | | | |
| Common Stock | | | | | | | 177,748 | D | | |
| Common Stock | | | | | | | 213,209 | I | By Jeremy C. Zauderer Trust ⁽¹⁾ | |
| Common Stock | | | | | | | 212,161 | I | By Jordan M. Zauderer Trust ⁽¹⁾ | |
| Common Stock | | | | | | | 2,899,554 | I | By Vaccinex (Rochester), L.L.C. ⁽²⁾ | |

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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 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 | | | | | |
| Stock Option (Right to Buy) | \$14.9 | | | | | | | (3) | 03/31/2024 | Common Stock | 2,589 | 2,589 | D | |
| Stock Option (Right to Buy) | \$14.9 | | | | | | | (3) | 06/30/2024 | Common Stock | 2,589 | 2,589 | D | |
| Stock Option (Right to Buy) | \$7.1 | | | | | | | (3) | 12/23/2025 | Common Stock | 3,325 | 3,325 | D | |
| Stock Option (Right to Buy) | \$4.29 | | | | | | | (4) | 03/14/2024 | Common Stock | 20,000 | 20,000 | D | |
| Stock Option (Right to Buy) | \$6.68 | | | | | | | (5) | 02/24/2025 | Common Stock | 28,400 | 28,400 | D | |
| Stock Option (Right to Buy) | \$2.93 | | | | | | | (6) | 04/02/2031 | Common Stock | 14,000 | 14,000 | D | |
| Stock Option (Right to Buy) | \$1.29 | 04/01/2022 | | A | | 28,000 | | (7) | 04/01/2032 | Common Stock | 28,000 | \$0 | 28,000 | D |

Explanation of Responses:

1. Dr. Zauderer exercises voting control over shares held by this trust and disclaims beneficial ownership over these shares except to the extent of his pecuniary interest therein.
2. Dr. Zauderer is the president and a majority owner of Vaccinex (Rochester), L.L.C. and disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
3. Exercisable in full as of the date of this report.
4. This option was granted under the Company's 2018 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vests one-fourth on each of the first four anniversaries of the March 15, 2019 grant date.
5. This option was granted under the Company's 2018 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vests one-fourth on each of the first four anniversaries of the February 25, 2020 grant date.
6. This option was granted under the Company's 2018 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vests one-fourth on each of the first four anniversaries of the April 2, 2021 grant date.
7. This option was granted under the Company's 2018 Omnibus Incentive Plan in a transaction exempt under Rule 16b-3 and, except as otherwise provided in the award notice, vests one-fourth on each of the first four anniversaries of the April 1, 2022 grant date.

/s/ Scott E. Royer, Attorney-in-
Fact for Maurice Zauderer 04/04/2022

** 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.