

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 09/18/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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								1,580	D		
Common Stock								1,016	I	By Jeremy C. Zauderer Trust <sup>(1)</sup>	
Common Stock								1,011	I	By Jordan M. Zauderer Trust <sup>(1)</sup>	
Common Stock	09/18/2024		M		38,610	A	\$5.636 <sup>(3)</sup>	176,748	I	By Vaccinex (Rochester), L.L.C. <sup>(2)</sup>	
Common Stock	09/18/2024		M		29,557	A	\$5.636 <sup>(4)</sup>	206,305	I	By Vaccinex (Rochester), L.L.C. <sup>(2)</sup>	
Common Stock	09/18/2024		M		9,768	A	\$5.636 <sup>(5)</sup>	216,073	I	By Vaccinex (Rochester), L.L.C. <sup>(2)</sup>	
Common Stock	09/18/2024		M		35,715	A	\$5.636 <sup>(4)</sup>	251,788	I	By Vaccinex (Rochester), L.L.C. <sup>(2)</sup>	

**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						Title
Warrant (Right to Buy)	\$5.636 <sup>(3)</sup>	09/18/2024		M			38,610	03/28/2024	03/28/2029	Common Stock	38,610	\$0	0	I	By Vaccinex (Rochester), L.L.C. <sup>(2)</sup>
Warrant (Right to Buy)	\$5.636 <sup>(4)</sup>	09/18/2024		M			29,557	02/08/2024	02/08/2029	Common Stock	29,557	\$0	0	I	By Vaccinex (Rochester), L.L.C. <sup>(2)</sup>
Warrant (Right to Buy)	\$5.636 <sup>(5)</sup>	09/18/2024		M			9,768	11/02/2023	11/02/2028	Common Stock	9,768	\$0	0	I	By Vaccinex (Rochester), L.L.C. <sup>(2)</sup>

**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	Title	Amount or Number of Shares				
Warrant (Right to Buy)	\$5.636 <sup>(4)</sup>	09/18/2024		M			35,715	10/03/2023	10/03/2028	Common Stock	35,715	\$0	0	I	By Vaccinex (Rochester), L.L.C. <sup>(2)</sup>
Warrant (Right to Buy)	\$5.636	09/18/2024		A		170,475		09/18/2024	09/18/2029	Common Stock	170,475	\$0.125	170,475	I	By Vaccinex (Rochester), L.L.C. <sup>(2)</sup>
Stock Option (Right to Buy)	\$3,129							(6)	03/31/2024	Common Stock	12		12	D	
Stock Option (Right to Buy)	\$3,129							(6)	06/30/2024	Common Stock	12		12	D	
Stock Option (Right to Buy)	\$1,491							(6)	12/23/2025	Common Stock	15		15	D	
Stock Option (Right to Buy)	\$1,402.8							(6)	02/24/2025	Common Stock	135		135	D	
Stock Option (Right to Buy)	\$615.3							(7)	04/02/2031	Common Stock	66		66	D	
Stock Option (Right to Buy)	\$270.9							(8)	04/01/2032	Common Stock	133		133	D	
Stock Option (Right to Buy)	\$92.26							(9)	03/30/2028	Common Stock	266		266	D	
Stock Option (Right to Buy)	\$8.21							(10)	03/21/2034	Common Stock	1,877		1,877	D	

1. Name and Address of Reporting Person<sup>\*</sup>  
Zauderer Maurice

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(Last) (First) (Middle)  
C/O VACCINEX, INC.  
1895 MOUNT HOPE AVENUE

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(Street)  
ROCHESTER NY 14620

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(City) (State) (Zip)

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1. Name and Address of Reporting Person<sup>\*</sup>  
Vaccinex (Rochester), L.L.C.

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(Last) (First) (Middle)  
44 WOODLAND ROAD

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(Street)  
PITTSFORD NY 14534

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(City) (State) (Zip)

**Explanation of Responses:**

- 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.
- 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.
- This warrant was originally reported on Form 4 with an exercise price of \$7.64. Pursuant to a warrant inducement agreement by and between the issuer and Vaccinex (Rochester) L.L.C. dated September 17, 2024 (the "Warrant Inducement Agreement"), the exercise price of this warrant was adjusted to \$5.636.
- This warrant was originally reported on Form 4 with an exercise price of \$14.00. Pursuant to the Warrant Inducement Agreement, the exercise price of this warrant was adjusted to \$5.636.
- This warrant was originally reported on Form 4 with an exercise price of \$32.76. Pursuant to the Warrant Inducement Agreement, the exercise price of this warrant was adjusted to \$5.636.
- Exercisable in full as of the date of this report.
- This option vests one-fourth on each of the first four anniversaries of the April 2, 2021 grant date, except as otherwise provided in the award notice.
- This option vests one-fourth on each of the first four anniversaries of the April 1, 2022 grant date, except as otherwise provided in the award notice.
- This option vests one-fourth on each of the first four anniversaries of the March 31, 2023 grant date, except as otherwise provided in the award notice.
- This option vests one-fourth on each of the first four anniversaries of the March 21, 2024 grant date, except as otherwise provided in the award notice.

/s/ Maurice Zauderer 09/20/2024  
Vaccinex (Rochester) L.L.C. By: 09/20/2024

/s/ Maurice Zauderer, President

\*\* 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.**