
**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): March 22, 2021

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)

(585) 271-2700

(Registrant's telephone number, including area code)

(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 |
|---|-------------------|---|
| Common Stock, par value \$0.0001 per share | VCNX | Nasdaq Capital Market |

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 5.02 Departure of Directors of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 22, 2021, the Compensation Committee (the “Compensation Committee”) of the Board of Directors of Vaccinex, Inc. (the “Company”), approved the award of options under the Company’s 2018 Omnibus Incentive Plan to certain named executive officers and the principal financial officer of the Company to be granted on the date two days following the filing of the Company’s Annual Report on Form 10-K (the “Grant Date”) as follows: (i) Maurice Zauderer, President and Chief Executive Officer, options to purchase 14,000 shares of the common stock of the Company (“Common Stock”), (ii) Ernest Smith, Senior Vice President and Chief Scientific Officer, options to purchase 10,000 shares of Common Stock, (iii) Scott Royer, Chief Financial Officer, options to purchase 6,000 shares of Common Stock. Subject to the terms of the respective award notices, these options vest on the first four anniversaries of the Grant Date in equal installments. The options expire the day before the tenth anniversary of the Grant Date. The grant price of these options will be the fair market value as of the Grant Date.

In addition, on March 22, 2021, the Compensation Committee approved increases to the base salaries for Dr. Zauderer, Dr. Smith, and Mr. Royer resulting in base salaries of \$380,000, \$269,141, and \$244,963, respectively.

The descriptions of the option awards are qualified in their entirety by reference to the [form of option award agreement filed as Exhibit 10.7 to the Company’s Registration Statement on Form S-1 filed on July 23, 2018](#), which is hereby incorporated by reference into this Item 5.02.

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.

VACCINEX, INC.

Date: March 25, 2021

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