

**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 8, 2023

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 5.07 Submission of Matters to a Vote of Security Holders.

At the special meeting of stockholders of Vaccinex, Inc. (the “Company”) held on September 8, 2023, the Company’s stockholders voted on the matter described below.

Proposal 1. The Company’s stockholders approved and adopted an amendment to the Company’s Amended and Restated Certificate of Incorporation to effect a reverse stock split of its issued common stock with one of several specified ratios between one-for-eight and one-for-fifteen shares (the “Reverse Stock Split”), at the discretion of the Company’s Board of Directors (the “Board”).

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>
43,464,926	2,041,760	135,207

Following the stockholder approval of the foregoing proposal, the Board determined to proceed with the Reverse Stock Split and approved a reverse stock split ratio of one-for-fifteen shares, with the effective time of the Reverse Stock Split expected to be in September 2023 but remaining subject to determination. Prior to the effective time of the Reverse Stock Split, the Company will disclose the final timing and additional details of the Reverse Stock Split.

Forward Looking Statements

Except for the factual statements made herein, information contained in this report consists of forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks, uncertainties and assumptions that are difficult to predict. Words such as “expected,” “to be,” “will,” and similar expressions, or the use of future tense, identify forward-looking statements, but their absence does not mean that a statement is not forward-looking. Such forward-looking statements are not guarantees of performance and actual actions or events could differ materially from those contained in such statements. For example, there can be no assurance that the Company will be able to timely implement the reverse stock split in September 2023, that the reverse stock split will be successful, or that the board will not determine to abandon the reverse stock split or approve a different reverse stock split ratio. The risks included are not exhaustive; for a more detailed description of these uncertainties and other factors, see the other risk factors set forth from time to time in the Company’s filings with the Securities and Exchange Commission, copies of which are available for free at www.sec.gov or upon request from the Company’s Investor Relations Department. All information provided in this Form 8-K is as of the date hereof and the Company assumes no obligation and does not intend to update these forward-looking statements, except as required by law.

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: September 13, 2023

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