

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

VAXART, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-

Your **Vote** Counts!

VAXART, INC.

2024 Annual Meeting

Vote by June 10, 2024

11:59 PM ET

VAXART, INC.
170 HARBOR WAY
SUITE 300
SOUTH SAN FRANCISCO, CA 94080



V49186-P12677

You invested in VAXART, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 11, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 28, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

June 11, 2024
8:30 a.m. Pacific Time

www.virtualshareholdermeeting.com/VXRT2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommendations | | | | | | |
|---|------------------------------|--------------------|----------------------------|-------------------------|---------------|---------------------|------------------|
| <p>1. Election of Directors</p> <p>Nominees:</p> <table border="0"> <tr> <td>01) Michael J. Finney, Ph.D.</td> <td>04) W. Mark Watson</td> </tr> <tr> <td>02) Elaine J. Heron, Ph.D.</td> <td>05) David Wheadon, M.D.</td> </tr> <tr> <td>03) Steven Lo</td> <td>06) Robert A. Yedid</td> </tr> </table> | 01) Michael J. Finney, Ph.D. | 04) W. Mark Watson | 02) Elaine J. Heron, Ph.D. | 05) David Wheadon, M.D. | 03) Steven Lo | 06) Robert A. Yedid | <p>☑ For All</p> |
| 01) Michael J. Finney, Ph.D. | 04) W. Mark Watson | | | | | | |
| 02) Elaine J. Heron, Ph.D. | 05) David Wheadon, M.D. | | | | | | |
| 03) Steven Lo | 06) Robert A. Yedid | | | | | | |
| <p>2. To adopt an amendment to our Restated Certificate of Incorporation to increase the authorized number of shares of our common stock to 350,000,000 shares.</p> | <p>☑ For</p> | | | | | | |
| <p>3. To approve an amendment and restatement of our 2019 Equity Incentive Plan to increase the number of shares of common stock reserved for issuance thereunder by 15,000,000 shares to 43,900,000 shares.</p> | <p>☑ For</p> | | | | | | |
| <p>4. To approve an amendment and restatement of our 2022 Employee Stock Purchase Plan to increase the number of shares of common stock reserved for issuance thereunder by 1,800,000 shares to 3,600,000 shares.</p> | <p>☑ For</p> | | | | | | |
| <p>5. To ratify the selection by our Audit Committee of WithumSmith+Brown, PC as our independent registered public accounting firm for the year ending December 31, 2024.</p> | <p>☑ For</p> | | | | | | |
| <p>6. To approve, on a non-binding, advisory basis, the compensation of our named executive officers, as disclosed in the proxy statement.</p> | <p>☑ For</p> | | | | | | |

NOTE: In their discretion, the Proxies are authorized to vote upon such other matters as may properly come before the meeting or at any adjournments or postponements thereof. The effectiveness of Proposal Nos. 3 and 4 are contingent upon approval of Proposal No. 2. As a result, if stockholders do not approve Proposal No. 2, then (i) the amendment and restatement of the 2019 Equity Incentive Plan cannot become operative even if the stockholders approve Proposal No. 3, and (ii) the amendment and restatement of the 2022 Employee Stock Purchase Plan cannot become operative even if the stockholders approve Proposal No. 4.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".