FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

<b>STATEMENT</b>	<b>OF CHANGES</b>	IN BENEFICIAL	<b>OWNERSHIP</b>

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

OMB APPROVAL									
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1. Name and Address of Reporting Person*  Tucker Sean							Name <b>ar</b> t, <u>Inc.</u>		ker or Trac	ding S	Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  V Officer (give title Other (specify					
(Last) (First) (Middle) 395 OYSTER POINT BLVD, SUITE 405						Date (		Tran	saction (Mo	onth/l	Day/Year)		X Officer (give title Other (specify below)  Chief Scientific Officer					
(Street) SOUTH SAN FRANCISCO CA 94080					4.	. If Ame	endment, I	Date	of Original	Filed	(Month/Da		6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S		(Zip)															
a ==:::			ole I - Nor			1				Dis	-			Ily Owned	-			7. Notono
1. Title of Security (Instr. 3)				2. Transacti Date (Month/Day			2A. Deemed Execution Date, if any (Month/Day/Year)		Code (	Transaction Code (Instr. 5		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)		nd Securitie Benefici	es ally Following	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) o (D)	Price	Transportion(s)				(ou. <del>1</del> )
Common	Stock			02/1	02/13/2018				A		45,64	0 A	(1)	45,	,640		D	
Common	Stock			02/1	02/13/2018				A		9,060	) A	(1)	9,	060			By spouse
Common Stock			02/1	.3/20	3/2018		A		25,38	8 A	(1)	25,388		I		By joint trust with Frances Chang and Sean Tucker		
			Table II -						uired, D s, option					y Owned		,		
Derivative Conversion Date		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any			saction (Instr.	n of E		6. Date Ex Expiration (Month/Da	n Date	•	7. Title and Am of Securities Underlying Derivative Secu (Instr. 3 and 4)		Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownershi (Instr. 4)
				Co		· v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amoun or Number of Shares					
Stock Option (right to buy)	\$6.49	02/13/2018			A <sup>(1)</sup>		2,014		(2)	ı	03/13/2018	Common Stock	2,014	(2)	2,014	ı	D	
Stock Option (right to buy)	\$6.49	02/13/2018			A <sup>(1)</sup>		4,027		(3)	(	08/27/2020	Common Stock	4,027	(3)	4,027	,	D	
Stock Option (right to buy)	\$6.49	02/13/2018			A <sup>(1)</sup>		1,006		(4)	(	03/30/2021	Common Stock	1,006	(4)	1,006	j	D	
Stock Option (right to buy)	\$8.03	02/13/2018			A <sup>(1)</sup>		3,020		(5)		04/13/2022	Common Stock	3,020	(5)	3,020	)	D	
Stock Option (right to buy)	\$6.49	02/13/2018			A <sup>(1)</sup>		10,523		(6)	(	08/08/2023	Common Stock	10,523	3 (6)	10,523	3	D	
Stock Option (right to buy)	\$8.03	02/13/2018			A <sup>(1)</sup>		11,604		(7)		05/08/2024	Common Stock	11,604	<b>1</b> (7)	11,604	4	D	
Stock Option (right to buy)	\$17.49	02/13/2018			A <sup>(1)</sup>		10,067		(8)		07/23/2025	Common Stock	10,06	7 (8)	10,067	7	D	

	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/\)	ate	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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Optin (right to buy)	\$12.98	02/13/2018		A <sup>(1)</sup>		7,731		(9)	03/25/2026	Common Stock	7,731	(9)	7,731	D	
Stock Optin (right to buy)	\$4.07	02/13/2018		A <sup>(1)</sup>		9,060		(10)	06/24/2027	Common Stock	9,060	(10)	9,060	D	

## **Explanation of Responses:**

- 1. Shares of common stock of the corporation then known as Vaxart Biosciences, Inc. ("Old Vaxart") were converted into shares of the Issuer pursuant to that certain Agreement and Plan of Merger and Reorganization, dated as of October 27, 2017, by and among the Issuer, Agora Merger Sub, Inc. and Old Vaxart (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, each share of common stock was converted into approximately 0.221 shares of the Issuer's common stock. Following the merger, the Issuer effected a reverse stock split at a ratio of one new share for every 11 shares of common stock outstanding (the "Stock Split").
- 2. On March 13, 2008, Reporting Person was granted an option to purchase 100,000 shares of the common stock of Old Vaxart under Old Vaxart's Amended and Restated 2007 Equity Incentive Plan (the "Plan") at an exercise price of \$0.13 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 2,014 shares of the Issuer's common stock (as adjusted for the Stock Split) at a per share exercise price of \$6.49 (as adjusted for the Stock Split). This option is fully vested.
- 3. On August 27, 2010, Reporting Person was granted an option to purchase 200,000 shares of the common stock of Old Vaxart under the Plan at an exercise price of \$0.13 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 4,027 shares of the Issuer's common stock (as adjusted for the Stock Split) at a per share exercise price of \$6.49 (as adjusted for the Stock Split). This option is fully vested.
- 4. On March 30, 2011, Reporting Person was granted an option to purchase 50,000 shares of the common stock of Old Vaxart under the Plan at an exercise price of \$0.13 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 1,006 shares of the Issuer's common stock (as adjusted for the Stock Split) at a per share exercise price of \$6.49 (as adjusted for the Stock Split). This option is fully vested.
- 5. On April 13, 2012, Reporting Person was granted an option to purchase 150,000 shares of the common stock of Old Vaxart under the Plan at an exercise price of \$0.16 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 3,020 shares of the Issuer's common stock (as adjusted for the Stock Split) at a per share exercise price of \$8.03 (as adjusted for the Stock Split). This option is fully vested.
- 6. On August 8, 2013, Reporting Person was granted an option to purchase 522,676 shares of the common stock of Old Vaxart under the Plan at an exercise price of \$0.13 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 10,523 shares of the Issuer's common stock (as adjusted for the Stock Split) at a per share exercise price of \$6.49 (as adjusted for the Stock Split). This option is fully vested.
- 7. On May 8, 2014, Reporting Person was granted an option to purchase 576,338 shares of the common stock of Old Vaxart under the Plan at an exercise price of \$0.16 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 11,604 shares of the Issuer's common stock (as adjusted for the Stock Split) at a per share exercise price of \$8.03 (as adjusted for the Stock Split). This option is fully vested.
- 8. On July 23, 2015, Reporting Person was granted an option to purchase 500,000 shares of the common stock of Old Vaxart under the Plan at an exercise price of \$0.35 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 10,067 shares of the Issuer's common stock (as adjusted for the Stock Split) at a per share exercise price of \$17.49 (as adjusted for the Stock Split). The option vests in 48 equal monthly installments beginning from July 1, 2015.
- 9. On March 25, 2016, Reporting Person was granted an option to purchase 384,000 shares of the common stock of Old Vaxart under the Plan at an exercise price of \$0.26 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 7,731 shares of the Issuer's common stock (as adjusted for the Stock Split) at a per share exercise price of \$12.98 (as adjusted for the Stock Split). The option vests in 48 equal monthly installments beginning from March 25, 2016.
- 10. On June 24, 2017, Reporting Person was granted an option to purchase 450,000 shares of the common stock of Old Vaxart under the Plan at an exercise price of \$0.08 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 9,060 shares of the Issuer's common stock (as adjusted for the Stock Split) at a per share exercise price of \$4.07 (as adjusted for the Stock Split). The option vests with respect to 25% of the underlying shares on the first anniversary of the vesting commencement date of June 14, 2017 and with respect to the remaining shares underlying the option in 36 equal monthly installments thereafter.

## Remarks:

/s/ Wouter W. Latour, M.D., Attorney-in-Fact 02/15/2018

\*\* 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.

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