

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

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

1. Name and Address of Reporting Person* <u>Tucker Sean</u>  (Last) (First) (Middle) <u>C/O VAXART, INC.</u> <u>170 HARBOR WAY, SUITE 300</u>  (Street) <u>SOUTH SAN FRANCISCO CA 94080</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vaxart, Inc. [ VXRT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Chief Scientific Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2023</u>	
	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	03/28/2023 <sup>(1)</sup>		F		3,683 <sup>(2)</sup>	D	\$0.75	373,630	D	
Common Stock	12/08/2023 <sup>(1)</sup>		F		34,288 <sup>(3)</sup>	D	\$0.71	339,342	D	
Common Stock	02/02/2024 <sup>(1)</sup>		F		9,220 <sup>(4)</sup>	D	\$1.2	330,122	D	
Common Stock	03/18/2024		A		90,000 <sup>(5)</sup>	A	\$0	420,122	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)	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
Stock Option (right to buy)	\$1.16	03/18/2024		A		410,000		(6)	03/17/2034	Common Stock	410,000	\$0	410,000	D	

**Explanation of Responses:**

- This transaction is being reported late due to administrative oversight.
- Represents shares that have been withheld by the Issuer to satisfy its income tax and withholding and remittance obligations in connection with the net settlement of RSUs vested as of March 28, 2023.
- Represents shares that have been withheld by the Issuer to satisfy its income tax and withholding and remittance obligations in connection with the net settlement of RSUs vested as of December 8, 2023.
- Represents shares that have been withheld by the Issuer to satisfy its income tax and withholding and remittance obligations in connection with the net settlement of RSUs vested as of February 2, 2024.
- Grant of shares upon vesting of restricted stock units. Twenty five percent of the shares underlying the award shall vest on each anniversary of the vesting commencement date of March 18, 2024, so that the restricted stock units would be fully vested on the fourth anniversary of the vesting commencement date.
- The shares subject to this stock option shall vest as to 25% of the shares underlying the grant on March 18, 2025, the first anniversary of the date that vesting commenced, and thereafter in 36 equal monthly installments such that the stock option shall be fully vested on March 18, 2028.

/s/ Edward Berg, Attorney-in-Fact 03/20/2024

\*\* 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.