

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>Lee Phillip E</u>  (Last) (First) (Middle) C/O VAXART, INC. 170 HARBOR WAY, SUITE 300  (Street) SOUTH SAN FRANCISCO CA 94080  (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) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 03/21/2023	

**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	03/17/2023		A		45,000 <sup>(1)</sup>	A	\$0	113,750	D	
Common Stock	03/17/2023		A		56,652 <sup>(1)</sup>	A	\$0	170,402	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)	\$0.78	03/17/2023		A		205,000 <sup>(2)</sup>		(3)	03/16/2033	Common Stock	205,000	\$0	205,000	D	

**Explanation of Responses:**

- This amendment is being filed to remove the grant of 90,000 shares of common stock that appeared in Table I, and to remove footnote 3 previously included on the Form 4 filed on March 21, 2023, due to an administrative error. Table I is fully restated to reflect the correct number of common stock held by the Reporting Person on March 17, 2023 to be 170,402. This amendment does not otherwise modify any transaction details that were previously reported in Table I on the Form 4.
- This amendment is also being filed to remove the grant of 410,000 shares of common stock in the form of stock options incorrectly reported on the Form 4 filed on March 21, 2023, due to an administrative error. Table II is fully restated to reflect the correct number of stock options held by the Reporting Person on March 17, 2023 to be 205,000, and to remove footnote 4 previously included on the Form 4 filed on March 21, 2023, due to an administrative error. This amendment does not otherwise modify any transaction details that were previously reported in Table II on the Form 4.
- The shares subject to this stock option shall fully vest on December 8, 2023.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Edward Berg, Attorney-in-Fact for Phillip Lee      05/11/2023

\*\* 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.