

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.**

2022 Annual Meeting

Vote by June 6, 2022

11:59 PM ET

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



D85007-P74404

## 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 material for the stockholder meeting to be held on June 7, 2022.**

## 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 24, 2022. 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](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto: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](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote in Person or Virtually at the Meeting\*

June 7, 2022  
9:30 a.m. local time

170 Harbor Way  
Suite 300  
South San Francisco, California 94080  
[www.virtualshareholdermeeting.com/VXRT2022](http://www.virtualshareholdermeeting.com/VXRT2022)

\*Please check the meeting materials for any special requirements for meeting attendance. If you are attending the meeting in person, you will need to request a ballot to vote these shares.

## 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
1. Election of Directors <b>Nominees:</b> 01) Julie Cherrington, Ph.D.      05) David Wheadon, M.D. 02) Todd Davis                      06) Karen J. Wilson 03) Michael J. Finney, Ph.D.      07) Robert A. Yedid 04) Andrei Floroiu	<input checked="" type="checkbox"/> For All
2. To adopt an amendment to our Restated Certificate of Incorporation to increase the authorized number of shares of our common stock to 250,000,000 shares.	<input checked="" type="checkbox"/> For
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 12,000,000 shares to 28,900,000 shares.	<input checked="" type="checkbox"/> For
4. To adopt the Company's 2022 Employee Stock Purchase Plan.	<input checked="" type="checkbox"/> For
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, 2022.	<input checked="" type="checkbox"/> For
6. To approve, on a non-binding, advisory basis, the compensation of our named executive officers, as disclosed in the proxy statement.	<input checked="" type="checkbox"/> For
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 to the 2019 Equity Incentive Plan cannot become operative even if the stockholders approve Proposal No. 3, and (ii) the 2022 Employee Stock Purchase Plan cannot become operative even if the stockholders approve Proposal No. 4.	
<b>NOTE:</b> 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.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".