

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>ARMISTICE CAPITAL, LLC</u> (Last) (First) (Middle) <u>510 MADISON AVENUE, 7TH FLOOR</u> (Street) <u>NEW YORK NY 10022</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/26/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	06/26/2020		X		16,666,667	A	\$0.3	23,666,667	D ⁽¹⁾	
Common Stock	06/26/2020		X		0	A	\$0	23,666,667	I	See Footnote 1
Common Stock	06/26/2020		S		18,226,667	D	\$10.38 ⁽²⁾	5,440,000	D ⁽¹⁾	
Common Stock	06/26/2020		S		0	D	\$0	5,440,000	I	See Footnote 1
Common Stock	06/29/2020		X		4,090,909	A	\$1.1	9,530,909	D ⁽¹⁾	
Common Stock	06/29/2020		X		0	A	\$0	9,530,909	I	See Footnote 1
Common Stock	06/29/2020		S		9,385,386	D	\$8.29 ⁽³⁾	145,523	D ⁽¹⁾	
Common Stock	06/29/2020		S		0	D	\$0	145,523	I	See Footnote 1

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
Warrants	\$0.3	06/26/2020		X		16,666,667		(4)	09/26/2024	Common Stock	16,666,667	\$0	0	D ⁽¹⁾	
Warrants	\$0.3	06/26/2020		X		0		(4)	09/26/2024	Common Stock	0	\$0	0	I	See Footnote 1
Warrants	\$1.1	06/29/2020		X		4,090,909		(4)	04/09/2024	Common Stock	4,090,909	\$0	0	D ⁽¹⁾	
Warrants	\$1.1	06/29/2020		X		0		(4)	04/09/2024	Common Stock	0	\$0	0	I	See Footnote 1

1. Name and Address of Reporting Person*
ARMISTICE CAPITAL, LLC

(Last) (First) (Middle)
510 MADISON AVENUE, 7TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Armistice Capital Master Fund Ltd.

(Last) (First) (Middle)

C/O DMS CORPORATE SERVICES LTD.
20 GENESIS CLOSE, P.O. BOX 314

(Street)
GRAND CAYMAN E9 KY1-1104

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Boyd Steven

(Last) (First) (Middle)

C/O ARMISTICE CAPITAL, LLC
510 MADISON AVENUE, 7TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

Explanation of Responses:

1. The reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands exempted company (the "Master Fund"). The reported securities may be deemed to be indirectly beneficially owned by Armistice Capital, LLC, as the investment manager of the Master Fund. The reported securities may also be deemed to be indirectly beneficially owned by Steven Boyd as Managing Member of Armistice Capital, LLC. Armistice Capital, LLC and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein, and this report shall not be deemed an admission that either of them is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

2. This constitutes the weighted average sale price. The prices ranged from \$7.97 to \$12.89. The Reporting Person will provide upon request by the Securities and Exchange Commission staff (the "SEC Staff"), the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

3. This constitutes the weighted average sale price. The prices ranged from \$6.58 to \$9.90. The Reporting Person will provide upon request by the SEC Staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

4. These warrants are currently exercisable, subject to a blocker provision that prevents the Master Fund from exercising the warrants if it would be more than a 19.99% beneficial owner of the Shares following such exercise.

Armistice Capital, LLC, By: /s/
Steven Boyd, Managing Member 06/30/2020

Armistice Capital Master Fund
Ltd., By: /s/ Steven Boyd, 06/30/2020
Director

/s/ Steven Boyd 06/30/2020

** 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.