

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Holtzman Douglas</u> (Last) (First) (Middle) <u>C/O ICOSAVAX, INC.</u> <u>1616 EASTLAKE AVENUE E., SUITE 208</u> (Street) <u>SEATTLE WA 98102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Icosavax, Inc. [ICVX]</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>Chief Scientific Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/30/2021</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	07/30/2021		A		41,500 ⁽¹⁾	A	\$15	282,482	D	
Common Stock	08/02/2021		C		52,440 ⁽²⁾	A	\$0.00 ⁽³⁾	52,440	I	By Stanley Holtzman ⁽⁴⁾

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
Series A-1 Preferred Stock	\$0.00	08/02/2021		C			206,323	(3)	(3)	Common Stock	49,648	(3)	0	I	By Stanley Holtzman ⁽¹⁾
Series B-1 Preferred Stock	\$0.00	08/02/2021		C			11,602	(3)	(3)	Common Stock	2,791	(3)	0	I	By Stanley Holtzman ⁽¹⁾

Explanation of Responses:

- Represents restricted stock units ("RSUs") granted on July 30, 2021, 25% of the total number of RSUs granted vest on each of the first four anniversaries of July 28, 2021, the vesting commencement date, subject to the reporting person's continued service on the applicable vesting date. Vesting of the RSUs shall accelerate as provided in the reporting person's offer letter. Each RSU represents a contingent right to receive one share of common stock of the Issuer.
- Includes an additional share of Common Stock as a result of the conversion of Preferred Stock calculated on an aggregate basis of all shares of Preferred Stock held by the holder.
- On August 2, 2021, the shares of Series A-1 Preferred Stock and Series B-1 Preferred Stock automatically converted into shares of the Issuer's Common Stock, for no additional consideration, at a ratio of 4.1557-for-1 share, immediately prior to the consummation of the Issuer's initial public offering.
- Douglas Holtzman, Ph.D. holds power-of-attorney (POA) over the shares owned by Stanley Holtzman. As POA, Dr. Holtzman holds voting and dispositive control over such shares. Dr. Holtzman disclaims beneficial ownership of the shares over which he has POA except to the extent of any pecuniary interest therein.

Remarks:

/s/ Thomas Russo, Attorney-in-Fact 08/02/2021

** 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.