
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO SECTION 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of December 2024

Commission File Number: 001-39950

Evaxion Biotech A/S

(Exact Name of Registrant as Specified in Its Charter)

**Dr. Neergaards Vej 5f
DK-2970 Hoersholm
Denmark**
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

INCORPORATION BY REFERENCE

This report on Form 6-K shall be deemed to be incorporated by reference in Evaxion Biotech A/S's registration statements on [Form S-8](#) (File No. 333-255064), on [Form F-3](#) (File No. 333-265132), on [Form F-1](#), as amended (File No. 333-266050), [Form F-1](#) (File No. 333-276505), [Form F-1](#) (File No. 333-279153), and [Form F-1](#) (File No. 333-283304), including any prospectuses forming a part of such registration statements and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished..

Furnished as Exhibit 99.1 to this Report on Form 6-K is the convening notice for the Extraordinary General Meeting (the "Meeting") of Evaxion Biotech A/S (the "Company"), to be held on January 17, 2025 at 3:00 pm (CET).

Furnished as Exhibit 99.2 to this Report on Form 6-K is the form of Proxy for the Company's Extraordinary General Meeting.

Exhibits

Exhibit No.	Description
99.1	Convening Notice to Shareholders for Annual General Meeting
99.2	Proxy for Annual General Meeting

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Evaxion Biotech A/S

Date: December 26, 2024

By: /s/ Christian Kanstrup
Christian Kanstrup
Chief Executive Officer



20 December 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

EVAXION BIOTECH A/S

17 JANUARY 2025 AT 15:00 (CET)

The board of directors hereby convenes an extraordinary general meeting of Evaxion Biotech A/S, company registration (CVR) no. 31 76 28 63 (the "Company"), to be held on

17 January 2025 AT 15:00 (CET)

at Evaxion Biotech A/S, Dr Neergaards Vej 5F, DK-2970 Hørsholm, Denmark.



AGENDA

1. Election of the chairman of the meeting
2. Resolution to reduce the share capital and reduction of the nominal value of the shares
3. Proposal to authorize the chairman of the meeting
4. Miscellaneous



COMPLETE PROPOSALS

1. Election of the chairman of the meeting

The board of directors proposes that attorney-at-law Lars L uthjohan be elected as chairman of the general meeting.

2. Resolution to reduce the share capital and reduction of the nominal value of shares

The board of directors proposes to reduce the Company's share capital by nominal DKK 43,995,417 from nominal DKK 58,660,556 to nominal DKK 14,665,139 to cover loss.

Furthermore, the board of directors proposes to reduce the nominal value of the shares from nominal DKK 1 per share to nominal DKK 0.25 per share.

The board of directors specifically proposes that the existing article 2.1 is amended as follows:

"The share capital is nominal DKK 14,665,139 divided into 58,660,556 shares of nominal DKK 0.25 each or any multiples hereof."

Shareholders are informed that issued warrants will be adjusted by the board of directors pursuant to applicable adjustment clauses to reflect the changes to the share capital. For the avoidance of doubt, no amendments will be made to existing authorisations to the board of directors to issue shares, convertible bonds and/or warrants.

3. Proposal to authorize the chairman of the meeting

The board of directors proposes to authorize the chairman of the meeting (with a right of substitution) on behalf of the Company to apply the Danish Business Authority for registration of the resolutions passed by the General Meeting and in this connection to make any such amendments to the documents prepared for such resolutions that may be required for registration with the Danish Business Authority.

4. Miscellaneous

H rsholm, Denmark, 20 December 2024
The board of directors of Evaxion Biotech A/S

/s/ Marianne S gaard
Marianne S gaard
Chairman of the board of directors



Further information

Adoption requirements

The proposals contained in item 1 and 3, may be adopted by a simple majority of the votes cast.

The proposal under the agenda's item 2 may be adopted by a majority of not less than two thirds of all votes cast and of the share capital represented at the general meeting.

Share capital and voting rights

The Company's nominal share capital currently amounts to DKK 58,660,556 divided into 58,660,556 shares of DKK 1.00 nominal value. At the extraordinary general meeting, each share carries one vote.

The right of a shareholder to attend the annual general meeting and to vote in respect of his/her shares is determined on the basis of the shares held by the shareholder at the record date. The shareholdings and voting rights are calculated on the basis of entries in the register of shareholders and any notice of own-ership received by the Company for the purpose of registration in the register of shareholders.

The record date is **10 January 2025**.

Furthermore, participation is conditional upon the shareholder having timely notified the Company of his/her attendance as described below.

Attendance and admission

Shareholders, proxies and any accompanying advisor wishing to attend the annual general meeting in person must have an admission card. Admission cards may be ordered on the website of Computershare A/S: www.computershare.com.

Admission cards must be ordered no later than **13 January 2025 at 23:59 (CET)**.

Proxy

Shareholders can vote by proxy no later than **13 January 2025 at 23:59 (CET)**.

The proxy can be submitted in writing by using the proxy form which is attached to the convening notice and can be downloaded from the Company's website: www.evaxion.ai. If the form is used, it must be completed, signed and forwarded to Computershare A/S, Lottenborgsvej 26 D, 1st floor, DK-2800 Kgs. Lyngby, Denmark, by mail. Computershare must receive completed proxy forms no later than **13 January 2025 at 23:59 (CET)**.

Proxies may also be granted electronically on the website of Computershare, www.computershare.dk, by using a Computershare username and password. Usernames and passwords will be sent to all shareholders by email. Electronic proxies must be granted no later than **13 January 2025 at 23:59 (CET)**.



Votes by correspondence

Shareholders can vote by correspondence no later than **16 January 2025 at 11:59 (CET)**.

The vote by correspondence can be submitted in writing by using the correspondence form which is at-tached to convening notice and can be downloaded from the Company's website: www.evaxion.ai. If the form is used, it must be completed, signed and forwarded to Computershare A/S, Lottenborgsvej 26 D, 1st floor, DK-2800 Kgs. Lyngby, Denmark, by mail.

Electronic voting

It is also possible to vote electronically on the website of Computershare A/S, www.computershare.dk, by using a Computershare username and password.

Additional information

On the Company's website, www.evaxion.ai, the following information is available no later than 2 January 2025:

- The notice convening the extraordinary general meeting (the agenda/the complete pro-posals);
- The latest approved annual report;
- Report by board of directors including information on events of major importance to the company's position that have occurred after the presentation of the annual report;
- Declaration by the company's auditor about the report by the board of directors;
- The proxy and vote by correspondence form

The convening notice will also be forwarded in writing to all shareholders recorded in the register of share-holders who have requested such notification.

The extraordinary general meeting will be conducted in English according to section 4.8 of the Company's articles of association.



The Extraordinary General Meeting of Evaxion Biotech A/S will be held on Friday 17 January 2025 at 3:00 pm (CET) at Evaxion Biotech A/S, Dr. Neergaards Vej 5F, 2970 Hørsholm, Denmark

Name and address: _____

VP account number: _____

This form must be returned to:
Computershare A/S
Lottenborgvej 26D
DK-2800 Kgs. Lyngby
Denmark

Request admission card

Admission cards may be requested and proxies nominated electronically via the Evaxion Biotech's shareholder portal, please click [here](#).

Alternatively, you may complete and send the form to Computershare A/S via email to gf@computershare.dk or by post no later than 16 January 2025 at 11:59 am (CET).

If you submit your request for an admission card electronically, you will receive a confirmation instantly.

PLEASE TICK:

- I wish to attend the general meeting and hereby request an admission card.
- I also request an admission card for a companion/advisor:

Name and address (please use capital letters)

Nomination of proxy and voting by correspondence

Please complete the proxy and vote by correspondence form separately. Nomination of proxy and voting by correspondence can also be submitted electronically via Evaxion Biotech's shareholder portal [Evaxion Biotech A/S \(computershare.dk\)](#).

Proxy votes must be submitted no later than Monday 13 January 2025 at 11:59 pm (CET). Votes by correspondence must be submitted no later than Thursday 16 January 2025 at 11:59 am (CET).

Date

Signature

Please note that the company and the registrar are not responsible for any delay in submitting the material. This form must be received by Computershare A/S, Lottenborgvej 26D, DK-2800 Kgs. Lyngby, Denmark or email gf@computershare.dk no later than 13 January 2025 at 11.59 pm (CET) for registration of attendance as well as proxy and no later than 16 January 2025 at 11:59 am (CET) for voting by correspondence.

The Extraordinary General Meeting of Evaxion Biotech A/S will be held on Friday 17 January 2025 at 3:00 pm (CET) at Evaxion Biotech A/S, Dr. Neergaards Vej 5F, 2970 Hørsholm, Denmark

Name and address: _____

VP account number: _____

This form must be returned to:
 Computershare A/S
 Lottenborgvej 26D
 DK-2800 Kgs. Lyngby
 Denmark

Nomination of proxy/voting by correspondence: If you are unable to attend, you may vote by correspondence or appoint a person as your proxy to represent you at the general meeting.

PLEASE TICK ONLY ONE BOX:

I hereby give proxy to the chairperson of the Board of Directors Evaxion Biotech A/S, or a substitute duly appointed by him/her, to vote on my/our behalf at the general meeting.

I hereby give proxy to: _____
 Name and address (please use capital letters) to vote on my/our behalf at
 to vote on my/our behalf at the general meeting.

I also request an admission card to an advisor of the proxy holder:

 Name and address (please use capital letters)

Proxy instructions. In the table below, I have indicated how I wish to vote at the extraordinary general meeting. Please note that this proxy will only be used if a vote is requested by a third party.

Voting by correspondence. In the table below, I have indicated how I wish to vote at the extraordinary general meeting. Please note that votes by correspondence cannot be withdrawn, and that they will also be used in case of proposed amendments to the items on the agenda.

Please indicate your instructions to your proxy by ticking the relevant boxes below. If your proxy is given to the Board of Directors, and if you do not tick any of the boxes, the Board of Directors will vote or abstain from voting at its discretion on the basis of your instrument of proxy.

Items on the agenda of the Extraordinary General Meeting on 17 January 2025 (short version, for complete agenda please refer to the notice)	FOR	AGAINST	ABSTAIN	Recommendation of the Board of Directors
1. Election of the chairman of the meeting				For
2. Resolution to reduce the share capital and reduction of the nominal value of shares				For
3. Proposal to authorize the chairman of the meeting				For
4. Miscellaneous				

If you do not indicate the type of proxy you wish to use, you will be considered to have given proxy instructions. Please note that this proxy will only be used if a vote is requested by a third party.

_____ Date

_____ Signature

Please note that the company and the registrar are not responsible for any delay in submitting the material. This form must be received by Computershare A/S, Lottenborgvej 26D, DK-2800 Kgs. Lyngby, Denmark or email gf@computershare.dk no later than 13 January 2025 at 11.59 pm (CET) for registration of attendance as well as proxy and no later than 16 January 2025 at 11:59 am (CET) for voting by correspondence.