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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 5, 2022

NEXIMMUNE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40045
(Commission
File Number)

45-2518457
(IRS Employer
Identification No.)

9119 Gaither Road
Gaithersburg, Maryland
(Address of principal executive offices)

20877
(zip code)

Registrant's telephone number, including area code: (301) 825-9810

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	NEXI	The Nasdaq Global Market

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 5, 2022, the board of directors (the “Board”) of NexImmune, Inc. (the “Company” or “NexImmune”) appointed Leena Gandhi, M.D., Ph.D. to the Board as a Class III director for a term to continue until the 2024 annual meeting of the Company’s stockholder and thereafter until Dr. Gandhi’s successor has been elected and qualified or until her earlier resignation or removal. Dr. Gandhi will serve on the Science and Technology Committee of the Board.

Dr. Gandhi, 51, has served as the Director of the Center for Cancer Therapeutic Innovation at the Dana-Farber Cancer Institute since June 2020. She previously served as Vice President of Immuno-Oncology Development at Eli Lilly from June 2018 to May 2020, where she led the development of novel immuno-oncology agents across cancer types. From June 2016 to June 2018, Dr. Gandhi served as the Director of Thoracic Medical Oncology at New York University where she focused her research on novel drug development and biomarkers for selection in lung cancer with a particular focus on immuno-oncology. Dr. Gandhi received her Ph.D. from the University of California, Berkeley, and her M.D. from New York University, and her B.S. from the University of Utah, Salt Lake City. Dr. Gandhi completed her postgraduate training at Massachusetts General Hospital in addition to Dana-Farber Cancer Institute in Boston, where she was later a clinical fellow and faculty member in the Thoracic Oncology program. Dr. Gandhi’s qualifications to serve on the board of directors include her significant experience as a clinical investigator and medical professional and her insight and expertise with respect to clinical trials and drug development.

Dr. Gandhi will be entitled to receive compensation for service as a director in accordance with the Company’s non-employee director compensation policy, a copy of which was filed as Exhibit 10.10 to the Company’s Quarterly Report on Form 10-Q for the three months ended March 31, 2021 filed with the Securities and Exchange Commission (the “SEC”) on May 17, 2021. In connection with her appointments to the Board, Dr. Gandhi will enter into the Company’s standard form of indemnification agreement with its directors and officers, a copy of which was filed as Exhibit 10.1 to Amendment No. 1 to the Company’s Registration Statement on Form S-1 filed with the SEC on February 8, 2021.

There are no other arrangements or understandings between Dr. Gandhi and any other person pursuant to which she was selected to serve on the board of directors. Dr. Gandhi has no family relationship (within the meaning of Item 401(d) of Regulation S-K) with any director, executive officer or person nominated or chosen by the Company to become a director or executive officer. There are no transactions in which the Company is or was a participant and in which Dr. Gandhi or any of her immediate family members (within the meaning of Item 404 of Regulation S-K) had or will have a direct or indirect material interest subject to disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On May 10, 2022, the Company issued a press release announcing the appointment of Dr. Gandhi to the Board of Directors. A copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

This information contained in this Item 7.01 and Exhibit 99.1 to this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by the specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, issued on May 10, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

NEXIMMUNE, INC.

By: /s/ John Trainer

John Trainer

Chief Financial Officer

Date: May 10, 2022



NexImmune Announces Appointment of Dr. Leena Gandhi to its Board of Directors

GAITHERSBURG, MD – May 10, 2022 – NexImmune, Inc. (Nasdaq: NEXI), a clinical-stage biotechnology company developing a novel approach to immunotherapy designed to orchestrate a targeted immune response by directing the function of antigen-specific T cells, today announced the appointment of Leena Gandhi, M.D., Ph.D., Director for the Center of Therapeutic Innovation at Dana-Farber Cancer Institute, to its Board of Directors as a Non-Executive Director.

“I am honored to join the board of NexImmune at this pivotal juncture in the Company’s work,” stated Dr. Gandhi. “I am excited to work with NexImmune’s leadership on maximizing the potential of its novel technology in multiple different clinical applications using not only adoptive cell therapy but also a versatile injectable platform. This unique approach has tremendous opportunity to modulate immune responses in cancer and other areas.”

“Leena is an excellent addition the NexImmune Board. She brings substantial translational and early clinical and immuno-oncology experience to our organization,” said Sol J. Barer, Chairman of NexImmune’s Board of Directors. “Her expertise in developing and conducting innovative clinical trials across multiple malignancies will be extremely valuable as we advance the clinical development of our current and future therapies. On behalf of the Company and the entire Board, I would like to welcome Leena to the team.”

Dr. Gandhi is the Director of the Center for Cancer Therapeutic Innovation, a cross-malignancy novel therapeutics hub, at the Dana-Farber Cancer Institute. She received her Ph.D. from the University of California, Berkeley in 1998 and her M.D. from New York University in 2002. She completed her postgraduate training at Massachusetts General Hospital and at Dana-Farber Cancer Institute in Boston. Dr. Gandhi was on staff at DFCI for 8 years as a thoracic oncologist working in early drug development prior to moving to New York University to serve as the Director of Thoracic Medical Oncology. She has focused her research on novel drug development and biomarkers for selection in lung cancer with a particular focus on immuno-oncology. She led pivotal studies demonstrating the utility of PDL1 as a biomarker for efficacy of anti-PD1 agents in lung cancer and studies demonstrating the value of combining immunotherapy and chemotherapy in the treatment of non-small cell lung cancer. She served as Vice President of Immuno-Oncology Development at Eli Lilly leading the development of novel immuno-oncology agents across cancer types before returning to Dana-Farber in 2020.

About NexImmune

NexImmune is a clinical-stage biotechnology company developing a novel approach to immunotherapy designed to employ the body's own T cells to generate a specific, potent, and durable immune response. The backbone of NexImmune's approach is a proprietary Artificial Immune Modulation (AIM™) nanoparticle technology platform. The AIM technology enables NexImmune to construct nanoparticles that function as synthetic dendritic cells capable of directing a specific T cell-mediated immune response. AIM constructed nanoparticles employ natural biology to engage, activate and expand endogenous T cells in ways that combine anti-tumor attributes of antigen-specific precision, potency and long-term persistence with reduced potential for off-target toxicities.

NexImmune's two lead programs, NEXI-001 and NEXI-002, are in Phase 1/2 clinical trials for the treatment of relapsed AML after allogeneic stem cell transplantation and multiple myeloma refractory to at least three prior lines of therapy, respectively. NexImmune is also developing new AIM nanoparticle constructs and modalities for potential clinical evaluation in oncology and in disease areas outside of oncology, including autoimmune disorders and infectious disease.

For more information, visit www.neximmune.com.

Forward Looking Statements

This press release may contain "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are based on the beliefs and assumptions and on information currently available to management of NexImmune, Inc. (the "Company"). All statements other than statements of historical fact contained in this press release are forward-looking statements, including statements concerning our planned and ongoing clinical studies for the Company's product candidates, including NEXI-001 and NEXI-002; the initiation, enrollment, timing, progress, release of data from and results of those planned and ongoing clinical studies; and the utility of prior preclinical and clinical data in determining future clinical results. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other comparable terminology. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks and uncertainties include, but are not limited to, the risks and uncertainties set forth in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2021 filed with the Securities and Exchange Commission ("SEC") on March 9, 2022, and subsequent reports that we file with the SEC. Forward-looking statements represent the Company's beliefs and assumptions only as of the date of this press release. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievements. Except as required by law, the Company assumes no obligation to publicly update any forward-looking statements for any reason after the date of this press release to conform any of the forward-looking statements to actual results or to changes in its expectations.

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