

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>OELKE MATHIAS</u>  (Last) (First) (Middle) <u>C/O NEXIMMUNE, INC.</u> <u>9119 GATHER ROAD</u>  (Street) <u>GAITHERSBURG MD</u> <u>20877</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NexImmune, Inc. [ NEXI ]</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 Science Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/04/2023</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			

**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	Amount or Number of Shares				
Stock Option (right to buy)	\$0.41	04/04/2023		A		81,100		(1)	04/03/2033	Common Stock	81,100	\$0.00	81,100	D	
Stock Option (right to buy)	\$4.22	04/04/2023		D <sup>(2)</sup>			60,000	(2)	04/04/2032	Common Stock	60,000	(2)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(2)</sup>		21,250		(2)	04/04/2032	Common Stock	21,250	(2)	21,250	D	
Stock Option (right to buy)	\$0.82	04/04/2023		A <sup>(2)</sup>		38,750		(2)	04/04/2032	Common Stock	38,750	(2)	38,750	D	
Stock Option (right to buy)	\$17	04/04/2023		D <sup>(3)</sup>			19,905	(3)	02/10/2031	Common Stock	19,905	(3)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(3)</sup>		12,855		(3)	02/10/2031	Common Stock	12,855	(3)	12,855	D	
Stock Option (right to buy)	\$0.82	04/04/2023		A <sup>(3)</sup>		7,050		(3)	02/10/2031	Common Stock	7,050	(3)	7,050	D	
Stock Option (right to buy)	\$4.31	04/04/2023		D <sup>(4)</sup>			31,948	(4)	03/18/2029	Common Stock	31,948	(4)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(4)</sup>		31,948		(4)	03/18/2029	Common Stock	31,948	(4)	31,948	D	
Stock Option (right to buy)	\$2.58	04/04/2023		D <sup>(5)</sup>			4,755	(5)	09/24/2028	Common Stock	4,755	(5)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(5)</sup>		4,755		(5)	09/24/2028	Common Stock	4,755	(5)	4,755	D	
Stock Option (right to buy)	\$2.58	04/04/2023		D <sup>(6)</sup>			115,051	(6)	07/30/2028	Common Stock	115,051	(6)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(6)</sup>		115,051		(6)	07/30/2028	Common Stock	115,051	(6)	115,051	D	

**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	Amount or Number of Shares				
Stock Option (right to buy)	\$2.42	04/04/2023		D <sup>(7)</sup>			47,379	(7)	03/02/2027	Common Stock	47,379	(7)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(7)</sup>		47,379		(7)	03/02/2027	Common Stock	47,379	(7)	47,379	D	
Stock Option (right to buy)	\$2.42	04/04/2023		D <sup>(7)</sup>			15,793	(7)	03/02/2027	Common Stock	15,793	(7)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(7)</sup>		15,793		(7)	03/02/2027	Common Stock	15,793	(7)	15,793	D	

**Explanation of Responses:**

- 25% of this option shall vest and become exercisable on April 4, 2024, with the remainder vesting in 36 equal monthly installments thereafter, subject to Mr. Oelke's continued service to the corporation on each vesting date.
- The reported transactions involved an amendment of an outstanding stock option grant, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted on April 5, 2022, of which 15,000 shares vested, and the remainder of the options will vest in equal monthly installments such that on May 5, 2025, all shares subject to the option shall be vested, subject to Mr. Oelke's continued service on each vesting date.
- The reported transactions involved an amendment of an outstanding stock option grant, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted on February 11, 2021, of which 10,367 shares vested, and the remainder of the options will vest in equal monthly installments such that on February 11, 2025, all shares subject to the option shall be vested, subject to Mr. Oelke's continued service on each vesting date.
- The reported transactions involved an amendment of an outstanding stock option grant, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted on March 19, 2019, of which all of the shares subject to such option have vested.
- The reported transactions involved an amendment of an outstanding stock option grant, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted on September 25, 2018, of which all of the shares subject to such option have vested.
- The reported transactions involved an amendment of an outstanding stock option grant, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted on July 31, 2021, of which all of the shares subject to such option have vested.
- The reported transactions involved an amendment of an outstanding stock option grant, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted on March 3, 2017, of which all of the shares subject to such option have vested.

**Remarks:**

/s/ John Rudy, attorney-in-fact      04/06/2023

\*\* 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.**

LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

Know all by these present that the undersigned hereby constitutes and appoints each of John Rudy, Andrew Pearce, Ilse Johnson, Jaidyn Jackson, Anne T. Leland, Brenda L. Meyette, Emily Spaulding, Tanya Sylla and Nyisha Shakur, signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, forms and authentication documents for EDGAR Filing Access;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and authentication documents;
- (3) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact, on behalf of the undersigned pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this  
1st day of April, 2022.

/s/ Mathias Oelke  
Name: Mathias Oelke