

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>Trainer John</u> (Last) (First) (Middle) <u>C/O NEXIMMUNE, INC.</u> <u>9119 GAITHER 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) _____ <p style="text-align: center;">Chief Financial Officer</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2021</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	03/10/2021		M		3,432	A	\$5.17	48,042	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
Stock Option (right to buy)	\$5.17	03/10/2021		M			3,432	(1)	03/04/2030	Common Stock	3,432	\$0.00	116,677 ⁽²⁾	D	
Stock Option (right to buy)	\$17							(3)	02/11/2031 ⁽⁴⁾	Common Stock	28,987		28,987 ⁽⁵⁾	D	

Explanation of Responses:

- This option vests as to 25% of the shares on January 8, 2021 with the remainder vesting in equal installments every month thereafter, beginning on January 8, 2021 and ending on January 8, 2024.
- As reported in Mr. Trainer's 02/11/2021 Form 3 filing, Mr. Trainer beneficially owned 120,109 stock options prior to this transaction.
- 25% of the shares subject to the option shall vest on the first anniversary of the grant date (the "Initial Vesting Date") (2/11/2021) and 1/48 of the shares subject to the option shall vest on each month anniversary of the Initial Vesting Date such that after four (4) years, all shares subject to the option shall be vested, subject to the participant's continuous service on each such vesting date.
- The original Form 4 filed on February 16, 2021 incorrectly reported the expiration date due to an administrative error. The correct expiration date herein is accurately reflected.
- The original Form 4 filed on February 16, 2021 incorrectly reported the total number of derivative securities beneficially owned due to an administrative error. The total number of derivative securities beneficially owned by the reporting person after the reported transaction herein is accurately reflected.

Remarks:

/s/ Ilse Johnson, Attorney-in-fact 03/12/2021

** 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.