

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BARER SOL J</u>  (Last) (First) (Middle) <u>C/O NEXIMMUNE, INC.</u> <u>9119 GAITHER ROAD</u>  (Street) <u>GAITHERSBURG MD 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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/21/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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	03/21/2022		P		30,000	A	\$2.136 <sup>(1)</sup>	1,477,814 <sup>(2)</sup>	D	
Common Stock								1,538,013	I	Held by B&S NexImmune Holdco LLC <sup>(3)</sup>
Common Stock								346,577	I	Held by Joshua Barer <sup>(4)</sup>

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.05 to \$2.235, inclusive. The reporting person will provide to the staff of the Securities and Exchange Commission, the issuer, or any security holder of the issuer, upon request, full information regarding the number of shares purchased at each separate price.
- Excludes 175,012 shares of common stock underlying options that are currently exercisable.
- Mr. Sol Barer is the father of Joshua Barer, who is the sole manager of B&S NexImmune Holdco LLC and has sole voting and dispositive control over the shares held by B&S NexImmune Holdco LLC. Mr. Sol Barer is also a member of Barer & Son Capital, LLC, which is a member of B&S NexImmune Holdco LLC, but he does not have voting or dispositive control over the shares held by B&S NexImmune Holdco LLC. Mr. Sol Barer disclaims beneficial ownership of the securities held by B&S NexImmune Holdco LLC except to the extent of his pecuniary interest therein.
- Mr. Sol Barer is the father of Joshua Barer. Mr. Sol Barer disclaims beneficial ownership of the securities held by Joshua Barer.

**Remarks:**

/s/ Andrew Pearce, Attorney-in-fact 03/22/2022

\*\* 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.