

**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): June 7, 2024

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))

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 Capital Market

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

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.

Item 3.02 Unregistered Sales of Equity Securities

The disclosure required by this Item is included in Item 5.03 of this Current Report on Form 8-K and is incorporated herein by reference. The issuance and sale of one share of the Series A Preferred Stock for consideration of \$0.01 was exempt from registration under Section 4(a)(2) of the Securities Act of 1933, as amended.

Item 3.03 Material Modifications to Rights of Security Holders

The disclosure required by this Item is included in Item 5.03 of this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Bylaws Amendment

On June 7, 2024, the Board of Directors (the “Board”) of NexImmune, Inc. (the “Company”) approved an amendment (the “Bylaws Amendment”) to the Company’s Amended and Restated Bylaws. The Bylaw Amendment states that, at all meetings of the stockholders, one-third of the voting power of all shares of capital stock entitled to vote (or deemed entitled to vote) shall constitute a quorum. The Bylaw Amendment became effective on June 7, 2024.

Series A Preferred Stock

On June 11, 2024, the Company filed a certificate of designation (the “Certificate of Designation”) with the Secretary of State of the State of Delaware designating, effective as of the time of filing, and containing the rights, preferences, privileges and restrictions of one share of Series A Preferred Stock. The Certificate of Designation provides that if the aggregate number of shares of common stock, par value \$0.0001 per share (“Common Stock”), present in person or by proxy and entitled to vote thereon that voted “for” a Voting Proposal (as defined below) is greater than the aggregate number of shares of Common Stock present in person or by proxy and entitled to vote thereon that voted “against” or “abstain” on such Voting Proposal, then the share of Series A Preferred Stock will have a number of votes equal to the number of outstanding shares of the Common Stock, on the record date for determining stockholders entitled to vote, and will vote together with the outstanding shares of Common Stock as a single class exclusively with respect to (i) any proposal to approve the liquidation and dissolution of the Company and any related plan of liquidation and dissolution (the “Dissolution Proposal”), (ii) any proposal to adjourn any meeting of stockholders called for the purpose of voting on the Dissolution Proposal, or (iii) any other matter the Board determines (in its sole discretion) is related to the Dissolution Proposal (each, a Voting Proposal”). The Series A Preferred Stock otherwise has no voting rights except as otherwise required by the General Corporation Law of the State of Delaware.

The Series A Preferred Stock is not convertible into shares of Common Stock or any other class or series of stock of the Company. In the event of any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holder of the share of Series A Preferred Stock shall be entitled to receive \$0.01, payable in cash out of funds legally available. The holder of the share of Series A Preferred Stock will not be entitled to receive dividends of any kind.

Unless prohibited by Delaware law by virtue of a lack of sufficient surplus, legally available funds or otherwise and subject to the fiduciary duties of the Board of Directors of the Company, the outstanding share of Series A Preferred Stock may be redeemed at any time upon the order of the Board of Directors in its sole discretion. Upon such redemption, the holder of the share of Series A Preferred Stock will receive consideration of \$0.01 in cash.

The foregoing summaries of the Bylaw Amendment and Certificate of Designation do not purport to be complete and are subject to, and qualified in their entirety by, such documents, which are filed as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.	Description
3.1	Amendment to the Amended and Restated Bylaws of NexImmune, Inc.
3.2	Certificate of Designation of Series A Preferred Stock dated June 11, 2024.
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/ Kristi Jones
Kristi Jones
Chief Executive Officer

Date: June 11, 2024

**AMENDMENT
TO THE AMENDED AND RESTATED BYLAWS OF
NEXIMMUNE, INC.**

This Amendment (this “**Amendment**”) to the Amended and Restated Bylaws (the “**Bylaws**”) of NexImmune, Inc., a Delaware corporation (the “**Company**”), is effective as of June 7, 2024 and is made pursuant to Article Seventh of the Sixth Amended and Restated Certificate of Incorporation, as amended, of the Company.

1. Section 4 of Article I of the Bylaws is hereby amended by deleting Section 4 of Article I of the Bylaws in its entirety and replacing it with the following:

At any meeting of the stockholders, the holders of one-third of the voting power of all of the shares of capital stock entitled to vote (or deemed entitled to vote) at the meeting, present in person or represented by proxy, shall constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number may be required by law or by rules of any stock exchange upon which the Corporation’s securities are listed. Where a separate vote by a class or classes is required, one third of the voting power of the shares of such class or classes, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter.

If a quorum shall fail to attend any meeting, the chairman of the meeting may adjourn the meeting to another place, if any, date, or time.

2. Except as set forth in this Amendment, no terms or conditions of the Bylaws have changed. In the event of any inconsistencies between the terms of this Amendment and the Bylaws, the terms of this Amendment shall prevail.
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CERTIFICATE OF DESIGNATION OF SERIES A PREFERRED STOCK OF NEXIMMUNE, INC.

NexImmune, Inc., a Delaware corporation ("Company"), does hereby certify that the Board of Directors of the Company ("Board") adopted the following resolution:

RESOLVED, pursuant to authority conferred by the Sixth Amended and Restated Certificate of Incorporation of the Company, the Board designates, creates and authorizes a series of preferred stock, par value \$0.0001 per share, with the powers (including voting powers), designations, preferences and relative, participating, optional and other special rights, and qualifications, limitations, and restrictions thereof, as follows.

1. Number and Designation. There is one authorized share of this series, designated "Series A Preferred Stock".

2. Voting. Except as provided in this Section 2 or required by law, the Series A Preferred Stock shall not entitle the holder thereof, as such, to vote on any matter. At any meeting of stockholders at which any Voting Proposal is submitted to a vote ("Voting Proposal Meeting"), if the aggregate number of shares of common stock, par value \$0.0001 per share ("Common Stock"), present in person or by proxy and entitled to vote thereon that voted "for" such Voting Proposal is greater than the aggregate number of shares of Common Stock present in person or by proxy and entitled to vote thereon that voted "against" or "abstain" on such Voting Proposal, then the Series A Preferred Stock shall entitle the holder thereof, as such, to (i) vote together with the holders of Common Stock as a single class on such Voting Proposal and (ii) cast a number of votes, in person or by proxy, on such Voting Proposal equal to the number of shares of Common Stock outstanding on the record date for determining stockholders entitled to vote on such Voting Proposal (such number of votes, the "Votes"); provided, however, that, notwithstanding anything to the contrary herein, for purposes of determining the existence of a quorum at a Voting Proposal Meeting, the Series A Preferred Stock shall be deemed to entitle the holder thereof, as such, to have the voting power that is equal to the Votes. For this purpose, "Voting Proposal" means a proposal to approve (i) the liquidation and dissolution of the Company and any related plan of liquidation and dissolution ("Dissolution Proposal"), (ii) an adjournment of any meeting at which a Dissolution Proposal is presented to stockholders, or (iii) any other matter the Board determines (in its sole discretion) is related to a Dissolution Proposal.

3. Liquidation Preference. Upon the liquidation, dissolution or winding up of the Company, the Series A Preferred Stock shall entitle the holder thereof, as such, to receive \$0.01, payable in cash out of funds legally available therefor, by reason of its ownership thereof, which shall be paid prior to the payment of any amounts to the holders of Common Stock in connection with such liquidation, dissolution or winding up, and no more. Any series of preferred stock authorized and issued by the Company following the effectiveness of this Certificate of Designation may rank senior or junior to, or on parity with, the Series A Preferred Stock, as determined by the terms of such series of preferred stock.

4. Dividends. No dividends shall be paid on the Series A Preferred Stock.
5. Redemption. The Series A Preferred Stock may be redeemed at any time at the option of the Board (in its sole discretion) for \$0.01, payable in cash and only out of funds legally available therefor.
6. Merger or Consolidation. In the event of a merger or consolidation of the Company with or into another entity (whether or not the Company is the surviving entity), the holder of Series A Preferred Stock shall not be entitled to receive any consideration in respect thereof.
7. Uncertificated. The Series A Preferred Stock shall be uncertificated.
8. Transfer Restriction. The holder of the Series A Preferred Stock shall not, directly or indirectly, transfer (by sale, assignment, encumbrance, hypothecation, pledge, conveyance in trust, gift, bequest, devise or descent, by operation of law or by any other transfer or disposition of any kind, including to any receivers, creditors, trustees in bankruptcy or other insolvency proceeding) such share to any other person or entity without the prior written consent of the Board (acting in its sole discretion); *provided* that this sentence shall not prohibit the grant or delivery of a proxy to any person designated or appointed by the Company to act on behalf of the holders of the Company's capital stock who have so granted a proxy in connection with any Voting Proposal. A purported transfer in violation of this Section 8 shall be null and void *ab initio*.
9. Amendments. In addition to any vote required by law, any amendment to the provisions of this Certificate of Designation shall require the approval of the holder of the Series A Preferred Stock, voting as a separate class.

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IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by a duly authorized officer on the date set forth below.

NEXIMMUNE, INC.

By: /s/ Kristi Jones
Name: Kristi Jones
Title: Chief Executive Officer

Dated: June 11, 2024
