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

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**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**45-2518457**  
(I.R.S. Employer  
Identification No.)

**9119 Gaither Road**  
**Gaithersburg, MD**  
(Address of Principal Executive Offices)

**20877**  
(Zip Code)

**2021 Equity Incentive Plan**  
(Full title of the plans)

**Kristi Jones**  
**Chief Executive Officer**  
**NexImmune, Inc.**  
**9119 Gaither Road**  
**Gaithersburg, MD 20877**  
**(301) 825-9810**  
(Name, address and telephone number, including area code, of agent for service)

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*Copies to:*

**John T. Rudy, Esq.**  
**Matthew T. Simpson, Esq.**  
**Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.**  
**One Financial Center**  
**Boston, MA 02111**  
**(617) 542-6000**

**John Trainer**  
**Chief Financial Officer**  
**NexImmune**  
**9119 Gaither Road**  
**Gaithersburg, MD 20877**  
**(301) 825-9810**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

This Registration Statement registers 1,141,445 additional shares of common stock, par value \$0.0001 per share (“Common Stock”), of NexImmune, Inc. (the “Registrant”) under the Registrant’s 2021 Equity Incentive Plan (the “Plan”), representing an increase of 1,141,445 shares of Common Stock reserved for issuance under the Plan, effective January 1, 2022 by operation of the “evergreen” provision contained in the Plan. This Registration Statement registers additional securities of the same class as other securities for which a registration statement filed on Form S-8 of the Registrant relating to one or more employee benefit plans is effective (File No. 333-253527). The information contained in the Registrant’s registration statement on [Form S-8](#) (File No. 333-253527) is hereby incorporated by reference pursuant to General Instruction E of Form S-8.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference herein from Form or Schedule</u>	<u>Filing Date</u>	<u>SEC File/Reg. Number</u>
4.1	<a href="#">Form of Common Stock Certificate of the Registrant</a>	Form S-1 (Exhibit 4.1)	02/8/2021	333-252220
4.2	<a href="#">Sixth Amended and Restated Certificate of Incorporation of the Registrant</a>	Form 8-K (Exhibit 3.1)	02/18/2021	001-40045
4.3	<a href="#">Amended and Restated Bylaws of the Registrant</a>	Form 8-K (Exhibit 3.2)	02/18/2021	001-40045
5.1*	<a href="#">Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. as to the legality of the securities being registered</a>			
23.1*	<a href="#">Consent of Ernst &amp; Young LLP</a>			
23.2*	<a href="#">Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1)</a>			
24.1*	<a href="#">Powers of Attorney (included on signature page to this Registration Statement)</a>			
99.1	NexImmune 2021 Equity Incentive Plan and forms of award agreements thereunder	Form S-1 (Exhibits <a href="#">10.4.1</a> and <a href="#">10.4.2</a> )	02/08/2021	333-252220
107*	<a href="#">Calculation of Filing Fee</a>			

\* Filed herewith

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Gaithersburg, Maryland on the 9<sup>th</sup> day of March, 2022.

NEXIMMUNE, INC.

By: /s/ Kristi Jones

Kristi Jones, R.P.H.  
Chief Executive Officer

## SIGNATURES AND POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each of the directors and officers of NexImmune, Inc. whose signature appears below hereby severally constitutes and appoints Kristi Jones and John Trainer, and each of them singly, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, to sign for us in our names, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of NexImmune, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as fully to all intents and purposes as each of us might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kristi Jones</u> Kristi Jones, R.P.H.	President, Chief Executive Officer and Director <i>(principal executive officer)</i>	March 9, 2022
<u>/s/ John Trainer</u> John Trainer, M.B.A.	Chief Financial Officer <i>(principal accounting officer and principal financial officer)</i>	March 9, 2022
<u>/s/ Sol J. Barer</u> Sol J. Barer, Ph.D.	Chairman of the Board of Directors	March 9, 2022
<u>/s/ Alan S. Roemer</u> Alan S. Roemer, M.B.A., M.P.H.	Director	March 9, 2022
<u>/s/ Tim Bertram</u> Tim Bertram, Ph.D.	Director	March 9, 2022
<u>/s/ Paul D'Angio</u> Paul D'Angio, R.P.H., M.S.J.	Director	March 9, 2022
<u>/s/ Zhengbin (Bing) Yao</u> Zhengbin (Bing) Yao, Ph.D.	Director	March 9, 2022
<u>/s/ Grant Verstandig</u> Grant Verstandig	Director	March 9, 2022



One Financial Center  
Boston, MA 02111  
617 542 6000  
mintz.com

March 9, 2022

**NexImmune, Inc.**  
**9119 Gaither Road**  
**Gaithersburg, MD 20877**

Ladies and Gentlemen:

We have acted as legal counsel to **NexImmune, Inc.**, a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-8 (the “Registration Statement”), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the “Securities Act”), of an aggregate of 1,141,445 shares (the “Shares”) of the Company’s common stock, \$0.0001 par value per share (“Common Stock”), in accordance with the terms of the Company’s 2021 Equity Incentive Plan (the “Plan”). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plan.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

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BOSTON    LONDON    LOS ANGELES    NEW YORK    SAN DIEGO    SAN FRANCISCO    WASHINGTON

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8), dated March 9, 2022, pertaining to the 2021 Equity Incentive Plan of NexImmune, Inc. of our report dated March 9, 2022, with respect to the financial statements of NexImmune, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Tysons, Virginia  
March 9, 2022

## Calculation of Filing Fee Tables

**Form S-8**

(Form Type)

**Neximmune, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Table 1: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value	Other	1,141,445	\$2.15	\$2,454,106.75	\$0.0000927	\$228
Total Offering Amounts					\$2,454,106.75		\$228
Total Fee Offsets							
Net Fee Due							\$228

- (1) The number of shares of common stock, par value \$0.0001 per share (“Common Stock”), of NexImmune, Inc. (the “Registrant”) consists of 1,141,445 additional shares of common stock available for issuance under the Registrant’s 2021 Equity Incentive Plan (the “Plan”), by operation of the Plan’s “evergreen” provision. The maximum number of shares which may be sold upon the exercise of such options or issuance of such shares or stock-based awards under the Plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) promulgated under the Securities Act. The offering price per share and the aggregate offering price (a) for shares issuable upon the exercise of outstanding options granted under the Plan are based upon the weighted-average exercise price of such outstanding options, and (b) for shares of unvested restricted stock issued under the Plan and shares reserved for future grant or issuance under the Plan are based on the average of the high and the low price of the Registrant’s Common Stock as reported on The Nasdaq Global Market as of a date (March 8, 2022) within five business days prior to filing this Registration Statement.