

**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): October 17, 2023**

**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 20877**  
(Address of principal executive offices)

**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 (see General Instruction A.2. below):

- 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 of this chapter) 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As disclosed below, at the Special Meeting of Stockholders (the “Special Meeting”) of NexImmune, Inc. (the “Company”) held on October 17, 2023, the Company’s stockholders approved a proposal authorizing an amendment (the “Certificate of Amendment”) to the Company’s Sixth Amended and Restated Certificate of Incorporation, as amended, to effect a one-time reverse stock split of the Company’s outstanding shares of common stock at a ratio of not less than 1-for-4 and not greater than 1-for-50.

On October 18, 2023, the Company filed with the Secretary of State of the State of Delaware the Certificate of Amendment to effect a one-time reverse stock split of the Company’s common stock, at a ratio of 1-for-25 (the “Reverse Stock Split”). The Reverse Stock Split was effective at 5 p.m. Eastern Time, after the close of trading on the Nasdaq Capital Market, on October 18, 2023 (the “Effective Time”). At the Effective Time, every 25 shares of the Company’s issued and outstanding common stock were automatically converted into one share of common stock, without any change in the par value per share. In addition, proportionate adjustments will be made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options, warrants and convertible securities, and to the number of shares issued and issuable under the Company’s stock incentive plans. Any stockholder who would otherwise be entitled to a fractional share of common stock created as a result of the Reverse Stock Split will be entitled to receive a cash payment in lieu thereof equal to the fractional share to which the stockholder would otherwise be entitled multiplied by the closing sales price of a share of common stock on October 18, 2023, as adjusted for the Reverse Stock Split.

Following the Reverse Stock Split, the shares of common stock will continue to trade on the Nasdaq Capital Market under the symbol “NEXI.” The new CUSIP number for the common stock following the Reverse Stock Split will be 65344D 208.

The summary of the Certificate of Amendment contained herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached as Exhibit 3.1 of this Current Report on Form 8-K and incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held the Special Meeting on October 17, 2023 at 10:00 a.m. Eastern Time in virtual format. Of the Company’s 26,078,451 shares of common stock issued and outstanding and eligible to vote as of the record date of August 31, 2023, 14,274,476 shares, or approximately 54.73% of the eligible shares of common stock, were present virtually or represented by proxy. A quorum was present for all matters. Each of the matters set forth below is described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on September 25, 2023. The following actions were taken at the Special Meeting:

Proposal 1

The Company’s stockholders approved an amendment to the Company’s Sixth Amended and Restated Certificate of Incorporation, as amended, to effect a reverse stock split at a ratio of not less than 1-for-4 and not more than 1-for-50, with the exact ratio to be set within that range at the discretion of the Company’s Board of Directors (the “Board”) without further approval or authorization of the Company’s stockholders and with the Board able to elect to abandon such proposed amendment and not effect the reverse stock split authorized by stockholders, in its sole discretion.

Votes For	Votes Against	Votes Abstained
13,838,206	344,220	92,050

Proposal 2

The Company’s stockholders approved an adjournment of the Special Meeting to a later date, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt proposal No. 1.

Votes For	Votes Against	Votes Abstained
13,899,330	286,293	88,853

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**Item 8.01. Other Information.**

On October 18, 2023, the Company issued a press release announcing the Reverse Stock Split. The press release is filed as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation of NexImmune, Inc., dated October 18, 2023.</a>
99.1	<a href="#">Press Release, dated October 18, 2023.</a>
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 hereunto duly authorized.

**NEXIMMUNE, INC.**

By: /s/ Kristi Jones

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Kristi Jones  
Chief Executive Officer

Date: October 18, 2023

**CERTIFICATE OF AMENDMENT**  
**OF**  
**SIXTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**NEXIMMUNE, INC.**

NexImmune, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** The name of the corporation is NexImmune, Inc. (the “Corporation”).

**SECOND:** The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was June 7, 2011, which Certificate of Incorporation was amended on January 14, 2021, and amended and restated on January 10, 2017, December 28, 2017, January 8, 2019, November 27, 2019, and February 17, 2021.

**THIRD:** The Board of Directors (the “Board”) of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the Delaware General Corporation Law (the “DGCL”), adopted resolutions amending its Certificate of Incorporation as follows:

Paragraph A of Article Fourth of the Corporation’s Sixth Amended and Restated Certificate of Incorporation is hereby amended to add the following at the end of said Paragraph A, which shall read in its entirety as follows:

“Effective at 5:00 p.m., Eastern time, on the date this Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware (the “**Effective Time**”), each twenty-five (25) shares of the Corporation’s Common Stock, par value \$0.0001 per share, issued and outstanding immediately prior to the Effective Time (“**Old Common Stock**”) shall, automatically and without any action on the part of the Corporation or the respective holders thereof, be combined and reclassified into one (1) share of Common Stock, par value \$0.0001 per share, of the Corporation (“**New Common Stock**”). Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued in the reclassification and, in lieu thereof, upon receipt after the Effective Time by the exchange agent selected by the Corporation of a properly completed and duly executed transmittal letter and, where shares are held in certificated form, the surrender of the stock certificate(s) formerly representing shares of Old Common Stock, any stockholder who would otherwise be entitled to a fractional share of New Common Stock as a result of the foregoing combination and reclassification of the Old Common Stock (such combination and reclassification, the “**Reverse Stock Split**”), following the Effective Time (after taking into account all fractional shares of New Common Stock otherwise issuable to such stockholder), shall be entitled to receive a cash payment (without interest) equal to the fractional share of New Common Stock to which such stockholder would otherwise be entitled multiplied by the closing sales price of a share of the Corporation’s Common Stock (as adjusted to give effect to the Reverse Stock Split) as reported on The Nasdaq Capital Market on the date this Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware. Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without any action on the part of the Corporation or the respective holders thereof, represent that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been combined and reclassified (as well as the right to receive cash in lieu of any fractional shares of New Common Stock as set forth above); provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been combined and reclassified, as well as any cash in lieu of fractional shares of New Common Stock to which such holder may be entitled as set forth above.”

**FOURTH:** Thereafter, pursuant to a resolution by the Board, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval in accordance with the provisions of Section 211 and 242 of the DGCL. Accordingly, said proposed amendment has been adopted in accordance with Section 242 of the DGCL.

*[Remainder of Page Intentionally Left Blank]*

**IN WITNESS WHEREOF**, NexImmune, Inc. has caused this Certificate of Amendment to be signed by its duly authorized officer this 18th day of October, 2023.

**NEXIMMUNE, INC.**

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



## **NexImmune Announces 1-for-25 Reverse Stock Split**

October 18, 2023

GAITHERSBURG, Md. – Oct. 18, 2023 – NexImmune, Inc. (Nasdaq: NEXI) (the “Company”) a biotechnology company developing a novel approach to immunotherapy designed to orchestrate a targeted immune response by directing the function of antigen-specific T cells in oncology, autoimmune and infectious diseases, today announced that the Board of Directors and stockholders of the Company approved a 1-for-25 reverse stock split of the Company’s common stock at a special meeting of the Company held on October 17, 2023. The reverse stock split will take effect after the close of trading on The Nasdaq Capital Market at 5:00 p.m. Eastern Time, on Wednesday, October 18, 2023. The Company’s common stock will open for trading under a new CUSIP number 65344D 208 on The Nasdaq Capital Market on October 19, 2023, on a split-adjusted basis under the current ticker symbol “NEXI.” The reverse stock split is intended to increase the per share trading price of the Company’s common stock to enable the Company to regain compliance with the minimum bid price requirement for continued listing on The Nasdaq Capital Market.

The 1-for-25 reverse stock split will automatically convert 25 current shares of the Company’s common stock into one share of common stock. No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise hold a fractional share of the Company’s common stock following the reverse stock split will receive a cash payment in lieu thereof at a price equal to that fractional share to which the stockholder would otherwise be entitled multiplied by the closing sale price of the common stock on The Nasdaq Capital Market, as adjusted for the reverse stock split, on Wednesday, October 18, 2023.

The reverse split will reduce the number of shares of outstanding common stock from approximately 26,455,022 shares, the number of shares outstanding as of October 18, 2023, to approximately 1,058,200 shares. The total authorized number of shares will not be reduced. Proportional adjustments will also be made to the exercise and conversion prices of the Company’s outstanding stock options and warrants, and to the number of shares issued and issuable under the Company’s stock incentive plans.

Stockholders holding their shares electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares through a bank, broker, or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to brokers’ particular processes, and will not be required to take any action in connection with the reverse stock split. For those stockholders holding physical stock certificates, the Company’s transfer agent, Computershare Trust Company, N.A., will send instructions for exchanging those certificates for shares held electronically in book-entry form or for new certificates, in either case representing the post-split number of shares, and any payments in cash in lieu of fractional shares, if applicable.

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## About NexImmune

NexImmune is developing novel approach to immunotherapy designed to employ the body's own T cells to generate a specific, potent, and durable immune response. The backbone of NexImmune's approach is a proprietary Artificial Immune Modulation (AIM™) nanoparticle technology platform. The AIM technology enables NexImmune to construct nanoparticles that function as synthetic dendritic cells capable of directing a specific T cell-mediated immune response. AIM constructed nanoparticles employ natural biology to engage, activate and expand endogenous T cells in ways that combine anti-tumor attributes of antigen-specific precision, potency and long-term persistence with reduced potential for off-target toxicities. NexImmune is focused on developing injectable AIM nanoparticle constructs and modalities for potential clinical evaluation in oncology, autoimmune disorders and infectious diseases.

For more information, visit [www.neximmune.com](http://www.neximmune.com).

## Forward Looking Statements

This press release may contain "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are based on the beliefs and assumptions and on information currently available to management of the Company. All statements other than statements of historical fact contained in this press release are forward-looking statements, including statements concerning the Company's ability to regain compliance with the minimum bid price requirement for continued listing on the Nasdaq Capital Market; the impact of our workforce reduction; the enrollment, timing, progress, release of data from and results of the Company's paused clinical trials and the expectations with respect to potential AIM INJ product candidates; the timing, progress and release of preclinical data from our AIM INJ platform programs and other preclinical research programs; the expectation of submitting an IND for NEXI-101 (injectable) in 2024; and the utility of prior preclinical and clinical data in determining future clinical results. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other comparable terminology. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks and uncertainties include, but are not limited to, the risks and uncertainties set forth in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2022 filed with the Securities and Exchange Commission ("SEC") on March 28, 2023, and subsequent reports that we file with the SEC. Forward-looking statements represent the Company's beliefs and assumptions only as of the date of this press release. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievements. Except as required by law, the Company assumes no obligation to publicly update any forward-looking statements for any reason after the date of this press release to conform any of the forward-looking statements to actual results or to changes in its expectations.

## CONTACT:

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