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): March 16, 2022

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

Delaware	**001-40045**	**45-2518457**
(State or other jurisdiction of incorporation)	(Commission File Number)	(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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. ☐

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 Stock Market LLC

Item 1.01   Entry into a Material Definitive Agreement.

On March 16, 2022, NexImmune, Inc. (the "Company" or "NexImmune") and Zephyr AI, Inc. ("Zephyr") entered into a Joint Research Agreement (the "JRA") focused on the joint collaboration, identification and validation of certain targets in order to facilitate further research, development and potential commercialization of immunotherapies.

Pursuant to the JRA , Zephyr will identify suitable antigens or combinations thereof for validation and testing by NexImmune. The Joint Steering Committee provided for by the JRA (the "JSC") will then determine which identified candidates shall be subject to further analysis. NexImmune will validate which, if any, of the identified antigens are suitable for T-cell engagement and killing function (the "Final Candidates"). The JSC will make a good-faith determination as to whether the data supports the further IND-targeted development by NexImmune of any of the Final Candidates. The Company and Zephyr will jointly own any Final Candidates, including the intellectual property related thereto. Each of the Company and Zephyr shall be responsible for payment of their own respective costs and expenses in connection with the performance of their respective obligations under the JRA. If a Final Candidate is to be further developed, then the Company and Zephyr shall engage in good-faith negotiations to agree on the terms and conditions of an agreement with respect to the further development and commercialization of such Final Candidate. If such an agreement is not executed within the prescribed negotiation period, then neither the Company nor Zephyr may further develop such Final Candidate.

Each of the Company and Zephyr can terminate the JRA (i) for any reason upon 90 days' written notice, and (ii) upon the other's breach or default of any of the terms and conditions thereof, subject to 30 days' notice and cure period. Absent early termination or mutual extension, the JRA shall terminate two (2) years after the effective date.

The foregoing summary of certain terms of the JRA does not purport to be complete and is subject to, and is qualified in its entirety by, the full text of the JRA, which the Company plans to file as an exhibit to its Quarterly Report on Form 10-Q for the quarter ending March 31, 2022.

Item 7.01   Regulation FD Disclosure.

On March 17, 2022, NexImmune, Inc. issued a press release announcing a strategic partnership with Zephyr AI in oncology for target discovery and validation. The full text of the press release is furnished as Exhibit 99.1 hereto and incorporated by reference herein.

The information in this Item 7.01 and furnished as Exhibit 99.1 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01   **Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1*	Press release announcing a strategic partnership with Zephyr AI in oncology for target discovery and validation, issued on March 17, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* In accordance with General Instruction B.2 of Form 8-K, the information in the press release attached as Exhibit 99.1 hereto shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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.

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NEXIMMUNE, INC.

By: /s/ John Trainer
John Trainer
Chief Financial Officer

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Date: March 17, 2022

Exhibit 99.1

![NexImmune logo]

NexImmune and Zephyr AI Announce a Strategic Partnership in Oncology for Target Discovery and Validation

GAITHERSBURG, MD – March 17, 2022 – NexImmune, Inc. (Nasdaq: NEXI) and Zephyr AI (Zephyr) today announced a strategic partnership focusing on the discovery and validation of novel targets for new T-cell-mediated therapies in oncology. Combining Zephyr's proprietary artificial intelligence (AI) and algorithmic technology with NexImmune's Artificial Immune Modulation (AIM) nanoparticle technology, the collaboration will seek to identify and validate optimal antigens and antigen cocktails for the development of potential new therapeutics in solid and hematological cancers.

Under the terms of the agreement, Zephyr will employ its proprietary AI and machine learning technology to identify targets suitable for activating T-cell-mediated anti-tumor responses. Specifically, Zephyr will evaluate a range of molecular and genetic data through in silico target discovery to uncover known, high potential tumor-associated antigens and neoantigens that map to specific subtypes of cancer. NexImmune will screen and validate these targets using its proprietary AIM platform. The collaboration will focus on selecting multiple cognate peptides derived from known tumor-associated antigens and neoantigens to rapidly develop new product candidates for clinical trials in patients with cancer in need of lifesaving treatments.

"Artificial intelligence is transforming the way the biopharmaceutical industry is approaching target discovery and drug development with the potential to accelerate antigen-specific immunotherapies into the clinic," said Kristi Jones, CEO of NexImmune. "The partnership with Zephyr helps us build a library of novel targets, which can lead to new and more effective cancer therapeutics. We believe that Zephyr's technology is key to helping us identify disease-specific, shared antigens and neoantigens as targets— which can be combined and delivered using the AIM platform— in addition, it may also increase our knowledge of how cancers evolve with the potential to address immune escape mechanisms."

"NexImmune's AIM platform has shown itself to be a powerful and novel technology for the activation of cancer-fighting T-cells, and complements Zephyr's ability to identify optimal targets for the immune system across a range of cancer types. Our partnership with NexImmune will deepen our understanding of the nuances in oncological diseases and immune therapeutic behavior and, most exciting, will be our first opportunity to externally demonstrate the power of Zephyr's target discovery platform," said David L. Morgan, CEO of Zephyr AI. "Our combined goal is to accelerate drug discovery by identifying antigens to generate targeted, potent, and durable immune responses for patients with cancer, while reducing time and cost in the discovery and clinical process. We believe this collaboration will lead to breakthrough learnings about how cancers develop and progress, and ultimately lead to improved patient outcomes."

About NexImmune

NexImmune is a clinical-stage biotechnology company developing a 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's two lead programs, NEXI-001 and NEXI-002, are in Phase 1/2 clinical trials for the treatment of relapsed AML after allogeneic stem cell transplantation and multiple myeloma refractory to at least three prior lines of therapy, respectively. NexImmune is also developing new AIM nanoparticle constructs and modalities for potential clinical evaluation in oncology and in disease areas outside of oncology, including autoimmune disorders and infectious disease.

For more information, visit www.neximmune.com.

About Zephyr AI

Zephyr AI is a high-growth healthcare technology company committed to radically reshaping traditional approaches to drug discovery and precision medicine. Through partnerships and proprietary data, Zephyr AI is curating the world's most comprehensive healthcare dataset and marrying it with cutting-edge artificial intelligence algorithms to generate novel, translatable insights to build tools and products that support both patients and providers and fuel ongoing research. At Zephyr AI, our mission-focused team of world-class software engineers and biologists leverage big data and cutting-edge technology to derive transformational insights and build enduring partnerships that will revolutionize the treatment of cancer, diabetes, and other diseases.

For more information, visit www.zephyrai.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 NexImmune, Inc. (the "Company"). All statements other than statements of historical fact contained in this press release are forward-looking statements, including statements concerning the goals of our collaboration with Zephyr and the ability of Zephyr's technology to aid in the potential development of new product candidates; our planned and ongoing clinical studies for the Company's product candidates, including NEXI-001 and NEXI-002; the initiation, enrollment, timing, progress, release of data from and results of those planned and ongoing clinical studies; 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, 2021 filed with the Securities and Exchange Commission ("SEC") on March 9, 2022, 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.

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