

**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): February 2, 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 LLC

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.

Item 1.02 Termination of a Material Definitive Agreement.

As previously disclosed in June 2022, NexImmune, Inc. (the “Company”) entered into a Controlled Equity OfferingSM Sales Agreement (the “Sales Agreement”) with Cantor Fitzgerald & Co. and BTIG, LLC (together, the “Agents”), pursuant to which the Company could offer and sell shares of its common stock, par value \$0.0001 per share (“Common Stock”), having an aggregate offering price of up to \$50,000,000, from time to time through an “at the market” offering program (the “ATM Program”), and filed a prospectus supplement and the accompanying prospectus, as subsequently supplemented, relating to the ATM Program of up to \$4,150,000 of shares of Common Stock pursuant to the Sales Agreement.

On February 2, 2024, the Company and each of the Agents mutually agreed to terminate the Sales Agreement and the ATM Program effective immediately. The Company will not incur any material early termination penalties in connection with the termination of the Sales Agreement and the ATM Program. Prior to termination, the Company issued and sold 127,396 shares of Common Stock under the Sales Agreement, raising net proceeds of approximately \$5.1 million.

The description of the Sales Agreement contained in this Current Report on Form 8-K does not purport to be complete and is qualified in its entirety by reference to the copy of the Sales Agreement filed as Exhibit 1.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on June 17, 2022.

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
Kristi Jones
Chief Executive Officer

Date: February 2, 2024