

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Roemer Alan S.</u> (Last) (First) (Middle) <u>C/O NEXIMMUNE, INC.</u> <u>9119 GAITHER ROAD</u> (Street) <u>GAITHERSBURG MD 20877</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NexImmune, Inc. [NEXI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/17/2021		C		85,016	A	(1)	85,016	D	
Common Stock	02/17/2021		C		4,110	A	(1)	89,126	D	
Common Stock	02/17/2021		C		26,590	A	(1)	115,716	D	
Common Stock	02/17/2021		C		12,268	A	(2)	127,984	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Preferred Stock	(1)	02/17/2021		C		85,016		(3)	(4)	Common Stock	85,016	(1)	0	D	
Series A2 Preferred Stock	(1)	02/17/2021		C		4,110		(3)	(4)	Common Stock	4,110	(1)	0	D	
Series A3 Preferred Stock	(1)	02/17/2021		C		26,590		(3)	(4)	Common Stock	26,590	(1)	0	D	
Convertible Promissory Note	(2)	02/17/2021		C		\$104,570		(2)	(4)	Common Stock	12,268	(2)	0	D	

Explanation of Responses:

- The shares of preferred stock automatically converted into common stock immediately upon completion of the Issuer's initial public offering on a 1-for-1 basis.
- On February 17, 2021 (the "Closing"), the convertible promissory notes (the "Notes") became automatically convertible into shares of the Issuer's common stock. At the Closing, the principal amount of the Notes, plus accrued but unpaid interest thereon through February 17, 2021, converted into shares of the Issuer's common stock by dividing the principal and accrued but unpaid interest under such Note by the price per share obtained by dividing \$125,000,000 by the Company's fully-diluted capitalization immediately prior to the IPO, assuming exercise or conversion of all convertible securities of the Company but excluding any shares issuable upon conversion of the Notes.
- The shares of preferred stock were convertible into the Issuer's common stock in accordance with the Issuer's Restated Certificate of Incorporation, as amended, immediately upon completion of the Issuer's initial public offering.
- Not applicable.

Remarks:

/s/ Ilse Johnson, Attorney-in-fact 02/19/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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