
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One): Form 10-K Form 20-F Form 11-K Form 10-Q
 Form 10-D Form N-CEN Form N-CSR

For Period Ended: **March 31, 2024**

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q

For the transition period ended:

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

NexImmune, Inc.

Full Name of Registrant

N/A

Former Name if Applicable

9119 Gaither Road

Address of Principal Executive Office (Street and Number)

Gaithersburg, Maryland 20877

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

NexImmune, Inc. (the "Company") is filing this Notification of Late Filing on Form 12b-25 with respect to its Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 ("Form 10-Q"). As previously disclosed, the Company announced a reduction-in-force of substantially all of the Company's employees, other than key members of management and the scientific team necessary to support the ongoing efforts to maximize the value of the Company's business and assets. As a result, the Company has had fewer resources supporting the preparation and review of the financial statements for the quarter ended March 31, 2024 and is unable to file, without unreasonable effort or expense, its Form 10-Q within the prescribed time period. The Company currently expects to file its Form 10-Q within the five-day extension period provided under Rule 12b-25 of the Securities Exchange Act of 1934, as amended.

Special Note Regarding Forward-Looking Statements

This Form 12b-25 includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties, including statements regarding the Company's expectation that it will timely file its Form 10-Q by the extended filing date pursuant to Rule 12b-25. Forward looking statements are based on current expectations, but are subject to risks and uncertainties that could cause actual results to differ materially from those indicated, including but not limited to risks and uncertainties related to the Company's resources. There can be no assurance that these forward-looking statements will be achieved, and actual results could differ materially from those suggested by such forward-looking statements.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification.

Kristi Jones
(Name)

301
(Area Code)

825-9810
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

See Appendix I for an explanation of the anticipated changes in results of operations from the three months ended March 31, 2023.

NexImmune, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 15, 2024

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

Appendix I

NexImmune, Inc. (the “Company”) is filing this Notification of Late Filing on Form 12b-25 with respect to its Quarterly Report on Form 10-Q for the three months ended March 31, 2024 (the “Form 10-Q”). As previously disclosed, the Company announced a reduction-in-force of substantially all of the Company’s employees, other than key members of management and the scientific team necessary to support the ongoing efforts to maximize the value of the Company’s business and assets. As a result, the Company has had fewer resources supporting the preparation and review of the financial statements for the quarter ended March 31, 2024 and is unable to file, without unreasonable effort or expense, its Form 10-Q within the prescribed time period. The Company currently expects to file its Form 10-Q within the five-day extension period provided under Rule 12b-25 of the Securities Exchange Act of 1934, as amended.

While the Company has not yet completed preparation of its financial statements for the quarter ended March 31, 2024, the Company does anticipate changes in its results of operations from the three months ended March 31, 2023. In particular, the Company expects that:

- Cash and cash equivalents for the Company as of March 31, 2024 will be similar to the \$3.2 million reported at December 31, 2023;
- Research and development expenses for the first quarter of 2024 will be significantly less than the \$6.1 million reported in the first quarter of 2023 primarily due to the continued pause of the Company’s clinical trials;
- General and administrative expenses for the first quarter of 2024 will be significantly less than the \$3.7 million reported in the first quarter of 2023 primarily due to decreases in personnel-related expenses and in other administrative fees and expenses; and
- Net loss and net loss per share for the first quarter of 2024 will be significantly less than the \$9.6 million and \$0.37 per share reported in the first quarter of 2023 primarily due to the reduction in expenses discussed above.

Special Note Regarding Forward-Looking Statements

This Form 12b-25 includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties, including statements regarding the Company’s expectation that it will timely file its Form 10-Q by the extended filing date pursuant to Rule 12b-25. Forward looking statements are based on current expectations, but are subject to risks and uncertainties that could cause actual results to differ materially from those indicated, including but not limited to risks and uncertainties related to the Company’s resources. There can be no assurance that these forward-looking statements will be achieved, and actual results could differ materially from those suggested by such forward-looking statements.