

OMB APPROVAL	
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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

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>Trainer John</u>			2. Issuer Name and Ticker or Trading Symbol <u>NexImmune, Inc. [NEXI]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/04/2023</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
C/O NEXIMMUNE, INC. 9119 GAITHER ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <u>GAITHERSBURG MD 20877</u>						
(City) (State) (Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	Amount or Number of Shares				
Stock Option (right to buy)	\$0.41	04/04/2023		A		89,100		(1)	04/03/2033	Common Stock	89,100	\$0.00	89,100	D	
Stock Option (right to buy)	\$4.22	04/04/2023		D ⁽²⁾		78,100		(2)	04/04/2032	Common Stock	78,100	(2)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A ⁽²⁾		27,660		(2)	04/04/2032	Common Stock	27,660	(2)	27,660	D	
Stock Option (right to buy)	\$0.82	04/04/2023		A ⁽²⁾		50,440		(2)	04/04/2032	Common Stock	50,440	(2)	50,440	D	
Stock Option (right to buy)	\$17	04/04/2023		D ⁽³⁾		28,987		(3)	02/10/2031	Common Stock	28,987	(3)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A ⁽³⁾		18,720		(3)	02/10/2031	Common Stock	18,720	(3)	18,720	D	
Stock Option (right to buy)	\$0.82	04/04/2023		A ⁽³⁾		10,267		(3)	02/10/2031	Common Stock	10,267	(3)	10,267	D	
Stock Option (right to buy)	\$5.17	04/04/2023		D ⁽⁴⁾		102,949		(4)	03/04/2030	Common Stock	102,949	(4)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A ⁽⁴⁾		89,222		(4)	03/04/2030	Common Stock	89,222	(4)	89,222	D	
Stock Option (right to buy)	\$0.82	04/04/2023		A ⁽⁴⁾		13,727		(4)	03/04/2030	Common Stock	13,727	(4)	13,727	D	

Explanation of Responses:

- 25% of this option shall vest and become exercisable on April 4, 2024, with the remainder vesting in 36 equal monthly installments thereafter, subject to Mr. Trainer's continued service to the corporation on each vesting date.
- The reported transactions involved an amendment of an outstanding stock option grant, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted on April 5, 2022, of which 19,525 shares vested, and the remainder of the options will vest in equal monthly installments such that on April 5, 2026, all shares subject to the option shall be vested, subject to Mr. Trainer's continued service on each vesting date.
- The reported transactions involved an amendment of an outstanding stock option grant, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted on February 11, 2021, of which 28,987 shares vested, and the remainder of the options will vest in equal monthly installments such that on February 11, 2025, all shares subject to the option shall be vested, subject to Mr. Trainer's continued service on each vesting date.
- The reported transactions involved an amendment of an outstanding stock option grant, resulting in the deemed cancellation of the old option and the grant of a replacement option. The option was originally granted on March 5, 2020, of which 130,401 shares vested, and the remainder of the options will vest in equal monthly installments such that on January 8, 2024, all shares subject to the option shall be vested, subject to Mr. Trainer's continued service on each vesting date. Mr. Trainer has exercised his right to purchase an aggregate of 61,769 shares subject to the original option.

Remarks:

/s/ John Rudy, attorney-in-fact 04/06/2023

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.