

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>Jones Kristi</u>  (Last) (First) (Middle) C/O NEXIMMUNE, INC. 9119 GAITHER ROAD  (Street) GAITHERSBURG MD 20877  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 04/04/2023	
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 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		300,000		(1)	04/03/2033	Common Stock	300,000	\$0.00	30,000	D	
Stock Option (right to buy)	\$4.22	04/04/2023		D <sup>(2)</sup>			456,000	(2)	04/04/2032	Common Stock	456,000	(2)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(2)</sup>		161,500		(2)	04/04/2032	Common Stock	161,500	(2)	161,500	D	
Stock Option (right to buy)	\$0.82	04/04/2023		A <sup>(2)</sup>		294,500		(2)	04/04/2032	Common Stock	294,500	(2)	294,500	D	
Stock Option (right to buy)	\$17	04/04/2023		D <sup>(3)</sup>			84,207	(3)	02/10/2031	Common Stock	84,207	(3)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(3)</sup>		54,383		(3)	02/10/2031	Common Stock	54,383	(3)	54,383	D	
Stock Option (right to buy)	\$0.82	04/04/2023		A <sup>(3)</sup>		29,824		(3)	02/10/2031	Common Stock	29,824	(3)	29,824	D	
Stock Option (right to buy)	\$4.31	04/04/2023		D <sup>(4)</sup>			18,824	(4)	06/17/2029	Common Stock	18,824	(4)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(4)</sup>		18,824		(4)	06/17/2029	Common Stock	18,824	(4)	18,824	D	
Stock Option (right to buy)	\$4.31	04/04/2023		D <sup>(5)</sup>			24,499	(5)	03/18/2028	Common Stock	24,499	(5)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(5)</sup>		24,499		(5)	03/18/2028	Common Stock	24,499	(5)	24,499	D	
Stock Option (right to buy)	\$2.58	04/04/2023		D <sup>(6)</sup>			3,715	(6)	09/24/2028	Common Stock	3,715	(6)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(6)</sup>		3,715		(6)	09/24/2028	Common Stock	3,715	(6)	3,715	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	Amount or Number of Shares				
Stock Option (right to buy)	\$2.58	04/04/2023		D <sup>(7)</sup>			88,156	(7)	07/30/2028	Common Stock	88,156	(7)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(7)</sup>		88,156		(7)	07/30/2028	Common Stock	88,156	(7)	88,156	D	
Stock Option (right to buy)	\$2.42	04/04/2023		D <sup>(8)</sup>			15,743	(8)	03/02/2027	Common Stock	15,743	(8)	0	D	
Stock Option (right to buy)	\$1.23	04/04/2023		A <sup>(8)</sup>		15,743		(8)	03/02/2027	Common Stock	15,743	(8)	15,743	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 Ms. Jones'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, 25% of which will vest on the first anniversary of the grant date, and the remainder of the options will vest in equal monthly installments over the remaining 36 months, subject to Ms. Jones'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, 2022, of which 43,857 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 Ms. Jones'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 June 18, 2019, of which 17,647 shares vested, and the remainder of the options will vest in equal monthly installments such that on June 18, 2023, all shares subject to the option shall be vested, subject to Ms. Jones'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 19, 2019, of which all of the shares subject to such option have vested.
- 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 September 25, 2018, of which all of the shares subject to such option have vested.
- 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 July 31, 2018, of which all of the shares subject to such option have vested.
- 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 3, 2017, of which all of the shares subject to such option have vested. On January 23, 2019 Ms. Jones exercised her right to purchase 31,636 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.

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