

| 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> | | | 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 | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/04/2023</u> | | | | | | | |
| C/O NEXIMMUNE, INC. 9119 GAITHER ROAD | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 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 | | | | |
| (Street) | GAITHERSBURG MD | | 20877 | | | | | | | |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | |

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 | | | |

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 ⁽²⁾ | | 456,000 | | (2) | 04/04/2032 | Common Stock | 456,000 | (2) | 0 | D | |
| Stock Option (right to buy) | \$1.23 | 04/04/2023 | | A ⁽²⁾ | | 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 ⁽²⁾ | | 294,500 | | (2) | 04/04/2032 | Common Stock | 294,500 | (2) | 294,500 | D | |
| Stock Option (right to buy) | \$17 | 04/04/2023 | | D ⁽³⁾ | | 84,207 | | (3) | 02/10/2031 | Common Stock | 84,207 | (3) | 0 | D | |
| Stock Option (right to buy) | \$1.23 | 04/04/2023 | | A ⁽³⁾ | | 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 ⁽³⁾ | | 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 ⁽⁴⁾ | | 18,824 | | (4) | 06/17/2029 | Common Stock | 18,824 | (4) | 0 | D | |
| Stock Option (right to buy) | \$1.23 | 04/04/2023 | | A ⁽⁴⁾ | | 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 ⁽⁵⁾ | | 24,499 | | (5) | 03/18/2028 | Common Stock | 24,499 | (5) | 0 | D | |
| Stock Option (right to buy) | \$1.23 | 04/04/2023 | | A ⁽⁵⁾ | | 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 ⁽⁶⁾ | | 3,715 | | (6) | 09/24/2028 | Common Stock | 3,715 | (6) | 0 | 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) | \$1.23 | 04/04/2023 | | A ⁽⁶⁾ | | 3,715 | | (6) | 09/24/2028 | Common Stock | 3,715 | (6) | 3,715 | D | |
| Stock Option (right to buy) | \$2.58 | 04/04/2023 | | D ⁽⁷⁾ | | | 88,156 | (7) | 07/30/2028 | Common Stock | 88,156 | (7) | 0 | D | |
| Stock Option (right to buy) | \$1.23 | 04/04/2023 | | A ⁽⁷⁾ | | 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 ⁽⁸⁾ | | | 15,743 | (8) | 03/02/2027 | Common Stock | 15,743 | (8) | 0 | D | |
| Stock Option (right to buy) | \$1.23 | 04/04/2023 | | A ⁽⁸⁾ | | 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.

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.