

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>BARER SOL J</u> (Last) (First) (Middle) <u>C/O NEXIMMUNE, INC.</u> <u>9119 GAITHER ROAD</u> (Street) <u>GAITHERSBURG MD</u> <u>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)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Common Stock	02/17/2021		C		800,182	A	(1)	1,367,814	D	
Common Stock	02/17/2021		C		894,036	A	(1)	894,036	I	Held by B&S NexImmune Holdco LLC ⁽²⁾
Common Stock	02/17/2021		C		164,408	A	(1)	1,058,444	I	Held by B&S NexImmune Holdco LLC ⁽²⁾
Common Stock	02/17/2021		C		82,204	A	(1)	1,140,648	I	Held by B&S NexImmune Holdco LLC ⁽²⁾
Common Stock	02/17/2021		C		337,365	A	(3)	1,478,013	I	Held by B&S NexImmune Holdco LLC ⁽²⁾
Common Stock	02/17/2021		P		60,000 ⁽⁴⁾	A	\$17	1,538,013	I	Held by B&S NexImmune Holdco LLC ⁽²⁾
Common Stock	02/17/2021		C		217,570	A	(1)	346,577	I	Held by Joshua Barer ⁽⁵⁾

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				
Series A Preferred Stock	(1)	02/17/2021		C		800,182		(6)	(7)	Common Stock	800,182	(1)	0	D	
Series A Preferred Stock	(1)	02/17/2021		C		894,036		(6)	(7)	Common Stock	894,036	(1)	0	I	Held by B&S NexImmune Holdco LLC ⁽²⁾
Series A2 Preferred Stock	(1)	02/17/2021		C		164,408		(6)	(7)	Common Stock	164,408	(1)	0	I	Held B&S NexImmune Holdco LLC ⁽²⁾

**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				
Series A3 Preferred Stock	(1)	02/17/2021		C			82,204	(6)	(7)	Common Stock	82,204	(1)	0	I	Held by B&S NexImmune Holdco LLC ⁽²⁾
Convertible Promissory Note	(3)	02/17/2021		C			\$2,875,458	(3)	(7)	Common Stock	337,365	(3)	0	I	Held by B&S NexImmune Holdco LLC ⁽²⁾
Series A Preferred Stock	(1)	02/17/2021		C			217,570	(6)	(7)	Common Stock	217,570	(1)	0	I	Held by Joshua Barer ⁽⁵⁾

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.
- Mr. Barer is the father of Joshua Barer, who is the sole manager of B&S NexImmune Holdco LLC and has sole voting and dispositive control over the shares held by B&S NexImmune Holdco LLC. Mr. Sol Barer is also a member of Barer & Son Capital, LLC, which is a member of B&S NexImmune Holdco LLC, but he does not have voting or dispositive control over the shares held by B&S NexImmune Holdco LLC. Mr. Sol Barer disclaims beneficial ownership of the securities held by B&S NexImmune Holdco LLC except to the extent of his pecuniary interest therein.
- 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.
- Reflects shares purchased in the Issuer's initial public offering.
- Mr. Barer is the father of Joshua Barer. Mr. Sol Barer disclaims beneficial ownership of the securities held by Joshua Barer except to the extent of his pecuniary interest therein.
- 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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