

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Roemer Alan S.</u> (Last) (First) (Middle) <u>C/O NEXIMMUNE, INC.</u> <u>9119 GAITHER ROAD</u> (Street) <u>GAITHERSBURG MD 20877</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/11/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>NexImmune, Inc. [NEXI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series A Preferred Stock	(1)	(2)	Common Stock	85,016	(3)	D
Series A2 Preferred Stock	(1)	(2)	Common Stock	4,110	(3)	D
Series A3 Preferred Stock	(1)	(2)	Common Stock	26,590	(3)	D
Convertible Promissory Note	(4)	(2)	Common Stock	12,243	(5)	D
Stock Option (right to buy)	(6)	03/02/2027	Common Stock	12,634	2.42	D
Stock Option (right to buy)	(7)	06/18/2028	Common Stock	12,634	2.58	D
Stock Option (right to buy)	(8)	03/18/2029	Common Stock	46,245	4.31	D
Stock Option (right to buy)	(8)	03/04/2030	Common Stock	23,122	5.17	D

Explanation of Responses:

- The shares of preferred stock will automatically convert 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.
- The shares of preferred stock will automatically convert into the Issuer's common stock on a 1-for-1 basis immediately upon completion of the Issuer's initial public offering.
- These shares will automatically convert into the Issuer's common stock immediately upon completion of the Issuer's initial public offering.
- These shares will automatically convert into the Issuer's common stock on a 1-for-1 basis immediately upon completion of the Issuer's initial public offering.
- All shares underlying this option have vested.
- This option vests as to 33.33% of the shares on March 8, 2019 with the remainder vesting in equal installments every month thereafter, beginning on March 8, 2019 and ending in March 19, 2021.
- This option vests as to 33.33% of the shares on March 19, 2020 with the remainder vesting in equal installments every month thereafter, beginning on March 19, 2020 and ending in March 19, 2022.

Remarks:

Exhibit 24.1

/s/ Ilse Johnson, Attorney- 02/11/2021
in-fact

** 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 5 (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.

POWER OF ATTORNEY

Know all by these present that the undersigned hereby constitutes and appoints each of John Rudy, Andrew Pearce, Michelle Choi, Ilse Johnson, Anne T. Leland, Brenda L. Meyette, Nyisha Shakur and Autumn Mays, signing singly, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, forms and authentication documents for EDGAR Filing Access;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and authentication documents;
- (3) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or 10% shareholder of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact, on behalf of the undersigned pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 4th day of February, 2021.

/s/ Alan S. Roemer
Name: Alan S. Roemer