

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Yao Zhengbin</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>04/04/2023</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 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			

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)	\$1.82	04/04/2023		D ⁽¹⁾			61,678	(1)	06/12/2032	Common Stock	61,678	(1)	0	D	
Stock Option (right to buy)	\$1.64	04/04/2023		A ⁽¹⁾		61,678		(1)	06/12/2032	Common Stock	61,678	(1)	61,678	D	
Stock Option (right to buy)	\$17	04/04/2023		D ⁽²⁾			9,556	(2)	02/10/2031	Common Stock	9,556	(2)	0	D	
Stock Option (right to buy)	\$1.64	04/04/2023		A ⁽²⁾		9,556		(2)	02/10/2031	Common Stock	9,556	(2)	9,556	D	
Stock Option (right to buy)	\$4.31	04/04/2023		D ⁽³⁾			23,122	(3)	03/18/2018	Common Stock	23,122	(3)	0	D	
Stock Option (right to buy)	\$1.64	04/04/2023		A ⁽³⁾		23,122		(3)	03/18/2018	Common Stock	23,122	(3)	23,122	D	

Explanation of Responses:

- 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 13, 2022, of which all of the shares subject to such option will vest on June 13, 2023, subject to Mr. Yao's continued service on such 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 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 19, 2019, of which all of the shares subject to such option have vested.

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.