

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>SHANNON TIMOTHY M</u> (Last) (First) (Middle) <u>C/O CANAAN PARTNERS</u> <u>285 RIVERSIDE AVENUE, SUITE 250</u> (Street) <u>WESTPORT CT 06880</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NextCure, Inc. [NXC]</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>05/13/2019</u>	
	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			
Common Stock	05/13/2019		C		445,866	A	(1)	445,866	I	See footnote ⁽²⁾
Common Stock	05/13/2019		C		743,110	A	(1)	1,188,976	I	See footnote ⁽²⁾
Common Stock	05/13/2019		C		729,599	A	(1)	1,918,575	I	See footnote ⁽²⁾
Common Stock	05/13/2019		C		285,867	A	(1)	2,204,442	I	See footnote ⁽²⁾
Common Stock	05/13/2019		P		50,000	A	\$15	2,254,442	I	See footnote ⁽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 A-1 Preferred Stock	(1)	05/13/2019		C			3,582,000	(1)	(1)	Common Stock	445,866	(1)	0	I	See footnote ⁽²⁾
Series A-2 Preferred Stock	(1)	05/13/2019		C			5,970,000	(1)	(1)	Common Stock	743,110	(1)	0	I	See footnote ⁽²⁾
Series A-3 Preferred Stock	(1)	05/13/2019		C			5,861,455	(1)	(1)	Common Stock	729,599	(1)	0	I	See footnote ⁽²⁾
Series B-1 Preferred Stock	(1)	05/13/2019		C			2,296,605	(1)	(1)	Common Stock	285,867	(1)	0	I	See footnote ⁽²⁾

Explanation of Responses:

- The reported securities automatically converted into shares of Common Stock on a 1-for-8.0338 basis upon the closing of the Issuer's initial public offering and had no expiration date.
- The reported securities are held directly by Canaan X L.P. (the "Canaan Fund"). The sole general partner of the Canaan Fund is Canaan Partners X LLC ("Canaan X", and together with the Canaan Fund, the "Canaan Entities"), and may be deemed to have sole voting, investment and dispositive power with respect to the shares held by the Canaan Fund. The Reporting Person, a manager and member of Canaan X, serves as the representative of the Canaan Entities on the Issuer's board of directors. The Reporting Person disclaims Section 16 beneficial ownership in the securities held by the Canaan Entities, except to the extent of his pecuniary interest therein, if any, in such securities by virtue of the limited liability company interest he owns in Canaan X.

Remarks:

Exhibit 24 - Power of Attorney (incorporated by reference to the Power of Attorney filed as Exhibit 24 to the Form 3 filed by the Reporting Person on May 8, 2019)

/s/ Janine MacDonald,
Attorney-in-Fact for Timothy 05/13/2019
M. Shannon

** 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.