SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Addre Xu Stella	ess of Reporting Pe	erson*	2. Issuer Name and Ticker or Trading Symbol NextCure, Inc. [NXTC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Au Stella				X Director 10% Owner					
,			-	Officer (give title Other (specify					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	below) below)					
(Last) (First) (Middle) C/O NEXTCURE, INC. 9000 VIRGINIA MANOR ROAD, SUITE 200			05/13/2019						
9000 VIRGINIA MANOR ROAD, SUITE 200									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				X Form filed by One Reporting Person					
BELTSVILLE	MD	20705	_	Form filed by More than One Reporting Person					
(City)	(State)	(Zip)							

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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	05/13/2019		С		978,570	A	(1)	978,570	Ι	By Quan Venture Fund II, L.P. ⁽²⁾	
Common Stock	05/13/2019		Р		125,000	A	\$15	1,103,570	Ι	By Quan Venture Fund II, L.P. ⁽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. Transa Code (8)		Derivative		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	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		Transaction(s) (Instr. 4)		
Series B-2 Preferred Stock	(1)	05/13/2019		С			7,861,636	(1)	(1)	Common Stock	978,570	(1)	0	I	By Quan Venture Fund II, L.P.

Explanation of Responses:

1. 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.

2. The general partner of Quan Venture Fund II, L.P. is Quan Venture Partners II, L.L.C. Stella Xu is a managing director of Quan Venture Partners II, L.L.C. and shares the ultimate power to vote or dispose of the shares held by Quan Venture Fund II, L.P. Dr. Xu disclaims beneficial ownership of the shares held by Quan Venture Fund II, L.P. except to the extent of her pecuniary interest therein.

Remarks:

<u>/s/ Steven P. Cobourn, as</u>

attorney-in-fact for Stella Xu

** Signature of Reporting Person

05/13/2019

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.