SEC Form 4

**FORM 4**

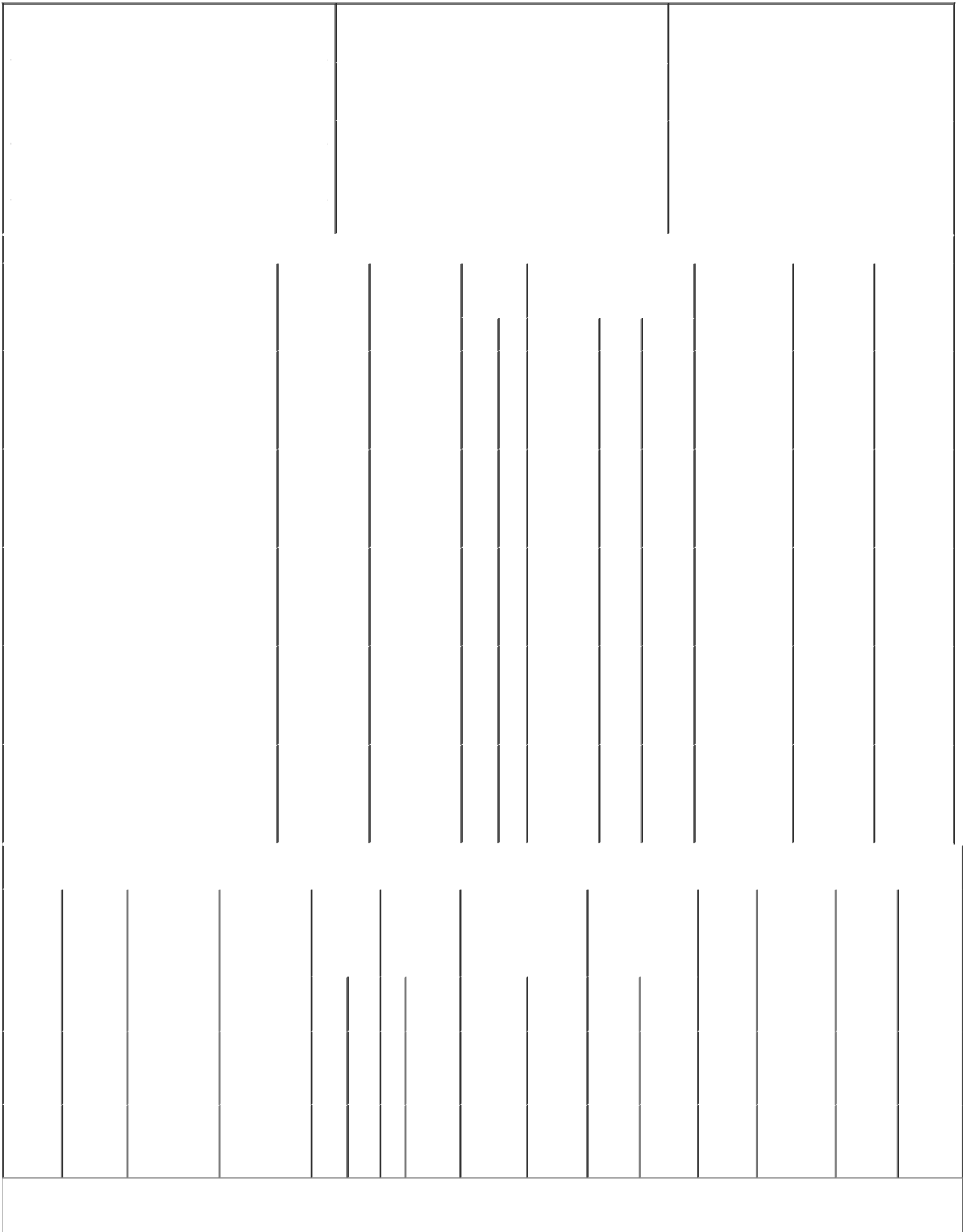
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden |  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
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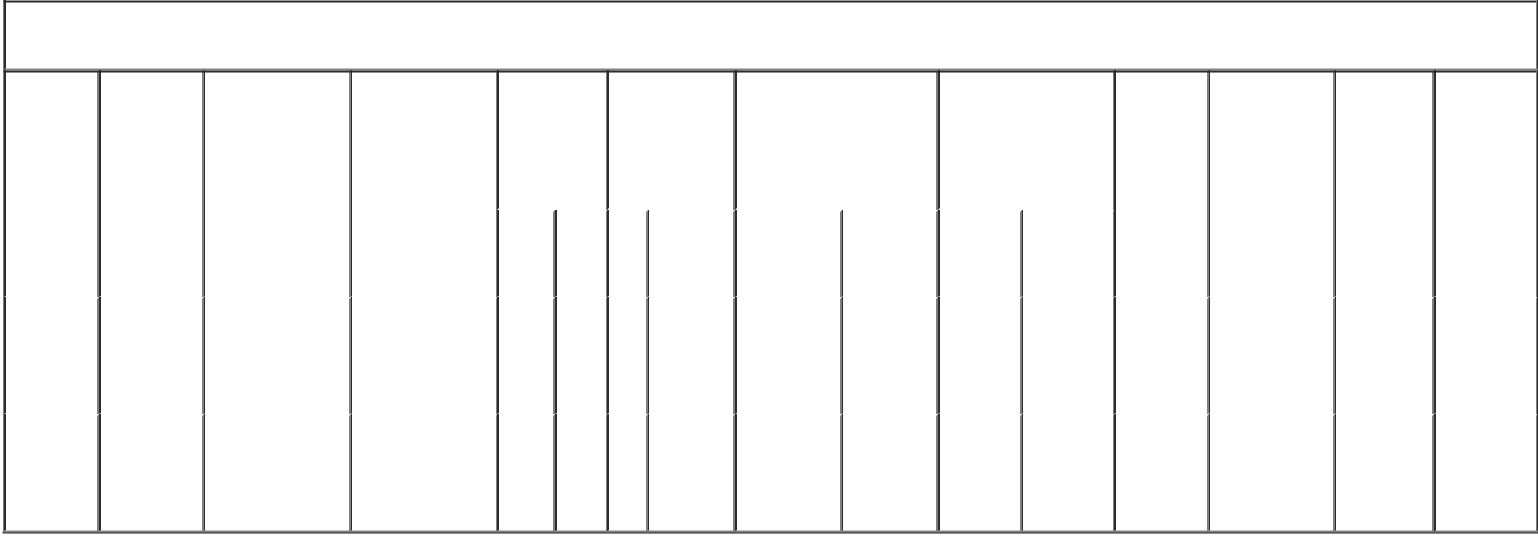


or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | |  |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | | |  |
|  |  | [Khuong Chau Quang](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001609405) | | | | | |  |  |  |  | [NextCure, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001661059) [ NXTC ] | | | |  |  |  | (Check all applicable) | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | X Director | | | |  |  | 10% Owner | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | |  |  |  |  |  |  |
|  |  | (Last) | |  | (First) | | | (Middle) |  |  |  |  |  |  |  |  | below) |  |  | below) | |  |  |  |  |
|  |  |  | 05/13/2019 | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | C/O NEXTCURE, INC. | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 9000 VIRGINIA MANOR ROAD, SUITE 200 | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | (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** | | | | | **2A. Deemed** | | **3.** | **4. Securities Acquired (A) or** | | | | | | **5. Amount of** |  | **6. Ownership** | | **7. Nature of** | | | |  |
|  |  |  |  |  |  |  |  | **Date** |  |  |  |  | **Execution Date,** | | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | | | | **Securities** |  | **Form: Direct** | | **Indirect** | | | |  |
|  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | | **if any** | | **Code (Instr.** |  |  |  |  |  |  | **Beneficially** |  | **(D) or Indirect** | | **Beneficial** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** |  |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | | | | **Transaction(s)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** | **(Instr. 3 and 4)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | OrbiMed | | | |  |
|  | Common Stock | | | |  |  |  | 05/13/2019 | | | | |  |  | C | 445,866 | A | (1) | |  |  | 445,866 | | I |  | Private | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Investments | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | VI, LP(2) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | OrbiMed | | | |  |
|  | Common Stock | | | |  |  |  | 05/13/2019 | | | | |  |  | C | 743,110 | A | (1) | |  |  | 1,188,976 | | I |  | Private | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Investments | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | VI, LP(2) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | OrbiMed | | | |  |
|  | Common Stock | | | |  |  |  | 05/13/2019 | | | | |  |  | C | 729,599 | A | (1) | |  |  | 1,918,575 | | I |  | Private | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Investments | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | VI, LP(2) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | OrbiMed | | | |  |
|  | Common Stock | | | |  |  |  | 05/13/2019 | | | | |  |  | C | 442,438 | A | (1) | |  |  | 2,361,013 | | I |  | Private | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Investments | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | VI, LP(2) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | OrbiMed | | | |  |
|  | Common Stock | | | |  |  |  | 05/13/2019 | | | | |  |  | P | 350,000 | A | $15 | |  |  | 2,711,013 | | I |  | Private | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Investments | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | VI, LP(2) | | | |  |
|  |  |  |  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  | |  | | | |  |  |  | |  |  |  | | |  |
|  | **1. Title of** | | | **2.** |  | **3. Transaction** | | **3A. Deemed** | **4.** |  |  |  | **5. Number of** | | **6. Date Exercisable and** | | **7. Title and Amount** | | | | | **8. Price of** | **9. Number of** | | **10.** |  | **11. Nature** | | |  |
|  | **Derivative** | | | **Conversion** | | **Date** | | **Execution Date,** | **Transaction** | | | | **Derivative** | | **Expiration Date** | | **of Securities** | | | | | **Derivative** | **derivative** | | **Ownership** | | **of Indirect** | | |  |
|  | **Security** | | | **or Exercise** | | **(Month/Day/Year)** | | **if any** | **Code (Instr.** | | | | **Securities** | | **(Month/Day/Year)** | | **Underlying** |  |  |  |  | **Security** | **Securities** | | **Form:** |  | **Beneficial** | | |  |
|  | **(Instr. 3)** | | | **Price of** |  |  |  | **(Month/Day/Year)** | **8)** |  |  |  | **Acquired (A)** | |  |  | **Derivative Security** | | | | | **(Instr. 5)** | **Beneficially** | | **Direct (D)** | | **Ownership** | | |  |
|  |  |  |  | **Derivative** |  |  |  |  |  |  |  |  | **or Disposed of** | |  |  | **(Instr. 3 and 4)** | | | | |  | **Owned** | | **or Indirect** | | **(Instr. 4)** | | |  |
|  |  |  |  | **Security** |  |  |  |  |  |  |  |  | **(D) (Instr. 3, 4** | |  |  |  |  |  |  |  |  | **Following** | | **(I) (Instr. 4)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** | |  |  |  |  |  |  |  |  | **Reported** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | | |  | **(Instr. 4)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code V** | | | | **(A) (D)** | | **Exercisable** | **Date** | **Title** | **of Shares** | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  | Series A-1 | | |  |  |  |  |  |  |  |  |  |  |  |  |  | Common | 445,866 | |  |  |  |  |  |  |  | OrbiMed | | |  |
|  | Preferred | | | (1) |  | 05/13/2019 | |  | C | | | | 3,582,000 | | (1) | (1) |  |  | (1) |  | 0 | I |  | Private | | |  |
|  | Stock | | |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  | Investments | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | VI, LP(2) | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By | | |  |
|  | Series A-2 | | |  |  |  |  |  |  |  |  |  |  |  |  |  | Common | 743,110 | |  |  |  |  |  |  |  | OrbiMed | | |  |
|  | Preferred | | | (1) |  | 05/13/2019 | |  | C | | | | 5,970,000 | | (1) | (1) |  |  | (1) |  | 0 | I |  | Private | | |  |
|  | Stock | | |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  | Investments | | |  |

VI, LP(2)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

**(e.g., puts, calls, warrants, options, convertible securities)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number of** | **6. Date Exercisable and** | | **7. Title and Amount** | | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** | **Expiration Date** | | **of Securities** | | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** | **(Month/Day/Year)** | | **Underlying** |  | **Security** | **Securities** | **Form:** | **Beneficial** |  |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Acquired (A)** |  |  | **Derivative Security** | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  | **Derivative** |  |  |  | **or Disposed of** |  |  | **(Instr. 3 and 4)** | |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  | **Security** |  |  |  | **(D) (Instr. 3, 4** |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  | **and 5)** |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Amount** |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title** | **of Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Series A-3 |  |  |  |  |  |  |  | Common | 729,599 |  |  |  | OrbiMed |  |
| Preferred | (1) | 05/13/2019 |  | C | 5,861,455 | (1) | (1) | (1) | 0 | I | Private |  |
| Stock |  |  |  |  |  |  |  | Stock |  |  |  |  | Investments |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | VI, LP(2) |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
| Series B-1 |  |  |  |  |  |  |  | Common | 442,438 |  |  |  | OrbiMed |  |
| Preferred | (1) | 05/13/2019 |  | C | 3,554,466 | (1) | (1) | (1) | 0 | I | Private |  |
| Stock |  |  |  |  |  |  |  | Stock |  |  |  |  | Investments |  |

VI, LP(2)

**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. OrbiMed Capital GP VI LLC ("GP VI") is the sole general partner of OrbiMed Private Investments VI, LP ("OPI VI"). OrbiMed Advisors LLC ("OrbiMed Advisors") is the managing member of GP VI. By virtue of such relationships, GP VI and OrbiMed Advisors may be deemed to have voting and investment power with respect to the shares held by OPI VI and as a result may be deemed to have beneficial ownership of such shares. The Reporting Person is an employee of OrbiMed Advisors. OrbiMed Advisors exercises investment and voting power through a management committee comprised of Carl L. Gordon, Sven H. Borho and Jonathan T. Silverstein. Each of GP VI, OrbiMed Advisors and the Reporting Person disclaims beneficial ownership of the shares held by OPI VI, except to the extent of its or his pecuniary interest therein, if any.

**Remarks:**

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ Chau Q. Khuong | | 05/13/2019 | |
|  |  |  |  |
| \*\* 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.**