

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>Bookman Michael</u> (Last) (First) (Middle) 245 MAIN STREET SECOND FLOOR (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Immuneering Corp [IMRX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CHIEF LEGAL OFFICER, SECRETARY
	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2024	
	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 (I) or Indirect (II) (Instr. 4)	7. Nature of 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
Stock Option	\$15	05/21/2024		D ⁽¹⁾			101,116	(2)	07/28/2031	Class A Common Stock	101,116	\$0	0 ⁽¹⁾	D	
Stock Option	\$3.01	05/21/2024		A ⁽¹⁾		101,116		(2)	07/28/2031	Class A Common Stock	101,116	\$0	101,116 ⁽¹⁾	D	
Stock Option	\$9.66	05/21/2024		D ⁽¹⁾			47,300	(3)	02/09/2032	Class A Common Stock	47,300	\$0	0 ⁽¹⁾	D	
Stock Option	\$3.01	05/21/2024		A ⁽¹⁾		47,300		(3)	02/09/2032	Class A Common Stock	47,300	\$0	47,300 ⁽¹⁾	D	
Stock Option	\$4.25	05/21/2024		D ⁽¹⁾			143,000	(4)	02/15/2033	Class A Common Stock	143,000	\$0	0 ⁽¹⁾	D	
Stock Option	\$3.01	05/21/2024		A ⁽¹⁾		143,000		(4)	02/15/2033	Class A Common Stock	143,000	\$0	143,000 ⁽¹⁾	D	
Stock Option	\$6.09	05/21/2024		D ⁽¹⁾			93,000	(5)	02/08/2034	Class A Common Stock	93,000	\$0	0 ⁽¹⁾	D	
Stock Option	\$3.01	05/21/2024		A ⁽¹⁾		93,000		(5)	02/08/2034	Class A Common Stock	93,000	\$0	93,000 ⁽¹⁾	D	

Explanation of Responses:

- On May 21, 2024, the Issuer's Board of Directors approved an option repricing (the "Repricing") whereby the Reporting Person's options were repriced to an exercise price of \$3.01 per share. Under the terms of the Repricing, unless there is a change of control of the Issuer, the exercise price for the repriced options will revert to the original exercise price of the option if, prior to June 30, 2025, the Reporting Person: (i) is terminated by the Issuer for cause or resigns from the Issuer, except by reason of death or disability; or (ii) elects to exercise the repriced options. All of the other terms of the options remain unchanged. Such transactions were exempt pursuant to Rule 16b-6(d) and Rule 16b-3 of the Exchange Act, as applicable.
- The option vests and becomes exercisable as to 25% of the underlying shares on July 15, 2022 and then in equal monthly installments over the subsequent three years, subject to Mr. Bookman's continued employment through each applicable vesting date.
- The option vests and becomes exercisable in equal monthly installments over a four-year period commencing on February 1, 2022, and will be fully vested and exercisable on January 1, 2026.
- The option vests and becomes exercisable in equal monthly installments over a four-year period commencing on February 1, 2023, and will be fully vested and exercisable on January 1, 2027.
- The option vests and becomes exercisable in equal monthly installments over a four-year period commencing on February 1, 2024, and will be fully vested and exercisable on January 1, 2028.

Remarks:

/s/ Michael D. Bookman 05/23/2024
 ** 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.