

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Cormorant Asset Management, LP</u> <hr/> (Last) (First) (Middle) 200 CLARENDON STREET 52ND FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/14/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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			
Class A Common Stock	03/14/2024		S		345,266	D	\$3.235 ⁽¹⁾	3,859,098	I	See Footnote ⁽²⁾⁽³⁾
Class A Common Stock	03/14/2024		S		98,570	D	\$4.245 ⁽⁴⁾	3,760,528	I	See Footnote ⁽²⁾⁽⁵⁾
Class A Common Stock	03/14/2024		S		54,215	D	\$5.374 ⁽⁶⁾	3,706,313	I	See Footnote ⁽²⁾⁽⁷⁾
Class A Common Stock	03/14/2024		S		11,040	D	\$5.968 ⁽⁸⁾	3,695,273	I	See Footnote ⁽²⁾⁽⁹⁾
Class A Common Stock	03/15/2024		S		400,000	D	\$2.141 ⁽¹⁰⁾	3,295,273	I	See Footnote ⁽²⁾⁽¹¹⁾

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					

1. Name and Address of Reporting Person*
Cormorant Asset Management, LP

 (Last) (First) (Middle)
 200 CLARENDON STREET
 52ND FLOOR

 (Street)
 BOSTON MA 02116

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Chen Bihua

 (Last) (First) (Middle)
 C/O CORMORANT ASSET MANAGEMENT, LP
 200 CLARENDON STREET, 52ND FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Cormorant Global Healthcare Master Fund, LP](#)

(Last) (First) (Middle)
200 CLARENDON STREET
52ND FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Cormorant Private Healthcare Fund III LP](#)

(Last) (First) (Middle)
200 CLARENDON STREET
52ND FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. Represents the weighted average sale price of shares of Class A Common Stock sold in a series of open market transactions on the transaction date at prices ranging from \$2.90 to \$3.895 per share. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission (the "SEC"), the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price. All of these shares were sold by the Master Fund (as defined below).
2. Cormorant Asset Management, LP ("Cormorant") serves as the investment manager of Cormorant Global Healthcare Master Fund, LP (the "Master Fund") and Cormorant Private Healthcare Fund III, LP ("Fund III"). Cormorant Global Healthcare GP, LLC ("GP LLC") and Cormorant Private Healthcare GP III, LLC ("GP III") serve as General Partner of the Master Fund and Fund III, respectively. Bihua Chen serves as manager of Cormorant, GP LLC and GP III. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or her pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.
3. Represents (i) 1,651,513 shares of Class A Common Stock beneficially owned by the Master Fund and (ii) 2,207,585 shares of Class A Common Stock beneficially owned by Fund III.
4. Represents the weighted average sale price of shares of Class A Common Stock sold in a series of open market transactions on the transaction date at prices ranging from \$3.90 to \$4.895 per share. The Reporting Persons undertake to provide, upon request by the staff of the SEC issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price. All of these shares were sold by the Master Fund.
5. Represents (i) 1,552,943 shares of Class A Common Stock beneficially owned by the Master Fund and (ii) 2,207,585 shares of Class A Common Stock beneficially owned by Fund III.
6. Represents the weighted average sale price of shares of Class A Common Stock sold in a series of open market transactions on the transaction date at prices ranging from \$4.90 to \$5.89 per share. The Reporting Persons undertake to provide, upon request by the staff of the SEC issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price. All of these shares were sold by the Master Fund.
7. Represents (i) 1,498,728 shares of Class A Common Stock beneficially owned by the Master Fund and (ii) 2,207,585 shares of Class A Common Stock beneficially owned by Fund III.
8. Represents the weighted average sale price of shares of Class A Common Stock sold in a series of open market transactions on the transaction date at prices ranging from \$5.90 to \$6.18 per share. The Reporting Persons undertake to provide, upon request by the staff of the SEC issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price. All of these shares were sold by the Master Fund.
9. Represents (i) 1,487,688 shares of Class A Common Stock beneficially owned by the Master Fund and (ii) 2,207,585 shares of Class A Common Stock beneficially owned by Fund III.
10. Represents the weighted average sale price of shares of Class A Common Stock sold in a series of open market transactions on the transaction date at prices ranging from \$1.90 to \$2.82 per share. The Reporting Persons undertake to provide, upon request by the staff of the SEC issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price. All of these shares were sold by the Master Fund.
11. Represents (i) 1,087,688 shares of Class A Common Stock beneficially owned by the Master Fund and (ii) 2,207,585 shares of Class A Common Stock beneficially owned by Fund III.

[/s/ CORMORANT ASSET
MANAGEMENT, LP By: 03/18/2024
Cormorant Asset Management
GP, LLC, its General Partner](#)

[/s/ Bihua Chen 03/18/2024](#)

[/s/ CORMORANT GLOBAL
HEALTHCARE MASTER
FUND, LP By: Cormorant 03/18/2024
Global Healthcare GP, LLC,
its General Partner](#)

[/s/ CORMORANT PRIVATE
HEALTHCARE FUND III,
LP By: Cormorant Global 03/18/2024
Healthcare GP III, LLC, LLC,
its General Partner](#)

** 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.