

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Feinberg Peter</u>  (Last) (First) (Middle) <u>C/O IMMUNEERING CORPORATION,</u> <u>245 MAIN STREET, SECOND FLOOR</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/03/2021</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			
Class A Common Stock	08/03/2021		C		133,572 <sup>(1)</sup>	A	(1)	257,325	I	See Footnote <sup>(2)</sup>
Class A Common Stock	08/03/2021		P		129,167	A	\$15	386,492	I	See Footnote <sup>(2)</sup>
Class A Common Stock	08/03/2021		C		123,155 <sup>(1)</sup>	A	(1)	347,401	I	See Footnote <sup>(3)</sup>
Class A Common Stock	08/03/2021		P		129,167	A	\$15	476,568	I	See Footnote <sup>(3)</sup>
Class A Common Stock	08/03/2021		C		82,108 <sup>(1)</sup>	A	(1)	82,108	I	See Footnote <sup>(4)</sup>
Class A Common Stock	08/03/2021		P		33,333	A	\$15	115,441	I	See Footnote <sup>(4)</sup>

**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
Series A Preferred Stock	(1)	08/03/2021		C			102,926	(1)	(1)	Class A Common Stock	102,926	(1)	0	I	See footnote <sup>(2)</sup>
Series A Preferred Stock	(1)	08/03/2021		C			92,509	(1)	(1)	Class A Common Stock	92,509	(1)	0	I	See footnote <sup>(3)</sup>
Series A Preferred Stock	(1)	08/03/2021		C			51,462	(1)	(1)	Class A Common Stock	51,462	(1)	0	I	See footnote <sup>(4)</sup>
Series B Preferred Stock	(1)	08/03/2021		C			30,646	(1)	(1)	Class A Common Stock	30,646	(1)	0	I	See footnote <sup>(2)</sup>
Series B Preferred Stock	(1)	08/03/2021		C			30,646	(1)	(1)	Class A Common Stock	30,646	(1)	0	I	See footnote <sup>(3)</sup>
Series B Preferred Stock	(1)	08/03/2021		C			30,646	(1)	(1)	Class A Common Stock	30,646	(1)	0	I	See footnote <sup>(4)</sup>

**Explanation of Responses:**

- Immediately prior to the closing of the Issuer's initial public offering, each share of preferred stock automatically converted into shares of the Issuer's Class A common stock on a one-for-one basis.
- Mr. Feinberg is a General Partner of PF Associates L.P.
- Mr. Feinberg is a General Partner of PEF LLC.
- Mr. Feinberg is a General Partner of S4K Investments LLC.

By: /s/ Michael D. Bookman,  
Attorney-in-Fact for Peter  
Feinberg

08/04/2021

\*\* Signature of Reporting Person

Date

\* 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.**