| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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|--------------------------|-----------|--|--|--|--|--|--|--|--|
| 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).

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

| 1. Name and Address of Reporting Person* | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>Immuneering Corp</u> [IMRX] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
|---|--|-------|---|--------------|--|--|-----|--|--|-------|-----------------------------|---|--|---|---|---|--------------------------------------|--|--|--|
| CARPENTER ROBERT J | | | | | | | | | | | | | | Х | | | | 10% Ov | | |
| (Last) | (Last) (First) (Middle) | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/14/2023 | | | | | | | | | Officer below) | (give title | | Other (s below) | specify | |
| 245 MAIN STREET | | | | | 4. lf. | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| SECOND FLOOR | | | | | | | | | | | | | | ine) X Form filed by One Reporting Person | | | | | | |
| | | | | | | | | | | | | | л | Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | |
| (Street) | NIDGE M | [A | 02142 | | | | | | | | | | | | Persor | | o una | in one nope | g | |
| | | | 02112 | | Ru | Rule 10b5-1(c) Transaction Indication | | | | | | | | | | | | | | |
| (City) | (S | tate) | (Zip) | | | | | -(-) | , | | | | | | | | | | | |
| Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | | that is intende | ed to | | | | | | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/D | | | | Day/Year) if | | 2A. Deemed Execution Date, if any (Month/Day/Yea | | , Transaction Dispose Code (Instr. 5) | | | ities Acqui d Of (D) (Ir | | , 4 and Secu Bene Own | | mount of urities eficially ned Following | | n: Direct or Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount | (A) ((D) | or Prie | e | Reporte Transac (Instr. 3 | tion(s) | | | (Instr. 4) | |
| | 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. 3. Transactio Date 9 or Exercise Price of Derivative Security 0. | | | 3A. Deemed Execution Date, if any (Month/Day/Year) | | 4. Transaction Code (Instr. 8) | | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | 7. Title ar Amount o Securitie Underlyir Derivativ (Instr. 3 a | of s ng e Securi | 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 | | piration te | Title | Amou or Numb of Share | er | | | | | | |
| Stock | | | | | | | | | | 1 | | Class A | | | | | | | | |

Explanation of Responses:

\$9.32

1. The option vests and becomes exercisable in substantially equal monthly installments over a one-year period with a vesting commencement date of June 14, 2023, and will be fully vested and exercisable on June 14, 2024, or the date of the 2024 annual meeting of stockholders, whichever comes first.

(1)

06/14/2033

Commo Stock

17,500

Remarks:

Stock

Option

/s/ Michael D. Bookman,

17,500

06/15/2023 Attorney-in-Fact for Robert J. **Carpenter** Date

\$<mark>0</mark>

17,500

D

** Signature of Reporting Person

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).

06/14/2023

** 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.

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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.