

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

NextCure, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

47-5231247
(I.R.S. Employer
Identification Number)

**9000 Virginia Manor Road, Suite 200
Beltsville, Maryland 20705
(240) 399-4900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Michael Richman
Chief Executive Officer
NextCure, Inc.**

**9000 Virginia Manor Road, Suite 200
Beltsville, Maryland 20705
(240) 399-4900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Asher M. Rubin
William I. Intner**
Hogan Lovells US LLP
100 International Drive, Suite 2000
Baltimore, Maryland 21202
(410) 659-2700

**Divakar Gupta
Brent B. Siler
Joshua A. Kaufman
Madison A. Jones**
Cooley LLP
55 Hudson Yards
New York, New York 10001
(212) 479-6000

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-234639

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input type="radio"/>
Non-accelerated filer	<input checked="" type="radio"/>	Smaller reporting company	<input checked="" type="radio"/>
		Emerging growth company	<input checked="" type="radio"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Common stock, \$0.001 par value per share	\$ 28,718,720	\$ 3,727.69

(1) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, the registrant is registering an additional amount of shares having a proposed maximum offering price of no more than 20% of the \$143,593,600 maximum aggregate offering price of shares eligible to be sold under the registrant's related Registration Statement on Form S-1 (File No. 333-234639).

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended, and includes the aggregate offering price of shares that the underwriters have an option to purchase.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

NextCure, Inc., or the Company, is filing this registration statement pursuant to Rule 462(b) under the Securities Act of 1933, as amended, or the Securities Act, solely for the purpose of increasing by \$28,718,720 the aggregate offering price of shares that may be offered in the public offering of shares of the Company's common stock, \$0.001 par value per share, or the Offering, contemplated by the Company's earlier registration statement on [Form S-1, as amended](#) (File No. 333-234639), or the Prior Registration Statement, which was declared effective on November 14, 2019, including the aggregate offering price of shares that the underwriters in the Offering have an option to purchase. This registration statement incorporates by reference the Prior Registration Statement.

INDEX TO EXHIBITS

Exhibit Number	Exhibit Description
5.1	Opinion of Hogan Lovells US LLP (incorporated by reference to Exhibit 5.1 filed with Amendment No. 1 to the Company's Registration Statement on Form S-1 filed on November 14, 2019).
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm.
23.2	Consent of Hogan Lovells US LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of the Company's Registration Statement on Form S-1 filed on November 12, 2019).

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated March 5, 2019 (except for the fourth paragraph of Note 16, as to which the date is May 3, 2019) with respect to the financial statements of NextCure, Inc. in the Registration Statement (Form S-1 No. 333-234639) and related Prospectus of NextCure, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Tysons, VA
November 14, 2019
