UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 20, 2026

NextCure, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-38905**	**47-5231247**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2850 Quarry Lake Drive, Suite 280 **Baltimore, Maryland**	**21209**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(240) 399-4900**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.001 par value per share	NXTC	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

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 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure

As previously disclosed, on July 14, 2026, NextCure, Inc., a Delaware corporation (the "Company"), entered into an Agreement and Plan of Merger and Reorganization (the "Merger Agreement") by and among the Company, Avere Therapeutics, Inc., a Delaware corporation ("Avere"), Neptune Merger Sub Corp., a Delaware corporation and a direct, wholly owned subsidiary of the Company ("First Merger Sub"), and Neptune Second Merger Sub, LLC, a Delaware limited liability company and a direct, wholly owned subsidiary of the Company ("Second Merger Sub"). Capitalized terms used but not otherwise defined in this Current Report on Form 8-K shall have the meanings ascribed to them in the Merger Agreement, filed as Exhibit 2.1 in the Company's Current Report on Form 8-K dated July 14, 2026.

Pursuant to the terms of the Merger Agreement, NextCure expects to declare a distribution (the "Pre-Closing Distribution") to the holders of record of the Company's common stock, par value $0.001 per share (the "Common Stock") and preferred stock, par value $0.001 per share (the "Preferred Stock") of the right to receive contingent value rights (each, a "CVR") for each outstanding share of Common Stock and Preferred Stock, as applicable and subject to the exceptions set forth in the Merger Agreement, held by such stockholders as of the record date therefor. In connection with the Pre-Closing Distribution, each holder will be entitled to receive one CVR for each share of Common Stock or Preferred Stock. Each CVR will represent the contractual right, pursuant to the Contingent Value Rights Agreement attached as Exhibit E to the Merger Agreement (the "CVR Agreement"), to receive 90% of the gross proceeds, if any, derived from any consideration that is paid to the Company during the CVR Term (as defined in the CVR Agreement) as a result of the sale, transfer, license or other disposition of rights to develop and commercialize the Company's pre-merger legacy assets during the CVR Term, less permitted deductions set forth in the CVR Agreement. Each CVR will entitle its holder to receive such proceeds (if any) upon the occurrence of certain events set forth in, subject to and in accordance with the terms of the CVR Agreement.

On November 20, 2026, the board of directors of the Company (the "Board") determined that the record date for the Pre-Closing Distribution will be December 8, 2026, which is the third business day prior to the anticipated First Effective Time, and the distribution date is expected to occur on December 14, 2026, which is one business day after the First Effective Time. The payment of the Pre-Closing Distribution will be conditioned on the occurrence of the First Effective Time.

The information contained in this Item 7.01 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any of the Company's filings under the Exchange Act or the Securities Act of 1933, as amended (the "Securities Act"), regardless of any general incorporation language in such filing.

No Offer or Solicitation

This Current Report on Form 8-K is not intended to and does not constitute (i) a solicitation of a proxy, consent or approval with respect to any securities or in respect of the proposed transaction or (ii) an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act or an exemption therefrom. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including, without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

NEITHER THE SEC NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SECURITIES OR DETERMINED IF THIS CURRENT REPORT ON FORM 8-K IS TRUTHFUL OR COMPLETE.

Important Additional Information About the Proposed Transaction

This Current Report on Form 8-K does not substitute for the Form S-4, proxy statement/prospectus or for any other document that the Company has filed or may file with the SEC in connection with the proposed transaction. In connection with the proposed transaction between the Company and Avere, the Company has filed relevant materials with the SEC, including the Form S-4 that contains a proxy statement/prospectus.

THE COMPANY URGES INVESTORS AND STOCKHOLDERS TO READ THE FORM S-4, PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS THAT HAVE BEEN OR MAY BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, AVERE, THE PROPOSED TRANSACTION AND RELATED MATTERS.

Investors and stockholders can obtain free copies of the Form S-4 and other documents filed by the Company with the SEC (when they become available) through the website maintained by the SEC at www.sec.gov. In addition, investors and stockholders should note that the Company communicates with investors and the public using its website (www.nextcure.com) and the investor relations website (ir.nextcure.com) where anyone is able to obtain free copies of the Form S-4 and other documents filed by the Company with the SEC and stockholders are urged to read the Form S-4 and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed transaction.

Participants in the Solicitation

The Company, Avere and their respective directors and executive officers may be considered participants in the solicitation of proxies from the Company's stockholders concerning the proposed transactions. Information identifying these persons and describing their direct or indirect interests in the transactions, whether through security ownership or otherwise, appears in the proxy statement/prospectus filed with the SEC on November 6, 2026, including the sections entitled "The Merger—Interests of NextCure's Directors and Executive Officers in the Merger," "The Merger—Interests of Avere's Directors and Executive Officers in the Merger," "Ownership of NextCure Common Stock" and "Principal Stockholders of Avere." Copies of the proxy statement/prospectus are available without charge as described above.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
104	Cover Page Interactive Data File (formatted as inline XBRL).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 20, 2026

NEXTCURE, INC.

By: /s/ Steven P. Cobourn
Name: Steven P. Cobourn
Title: Chief Financial Officer