SEC Form 4	
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FORM 4

Instruction 1(b)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL						
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Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b)	Filed nursuant to Section

16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) Replimune Group, Inc. [REPL] **Esposito** Pamela Director 10% Owner Officer (give title Other (specify Х 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) (First) (Middle) 09/11/2023 **Chief Business Officer** C/O REPLIMUNE GROUP, INC. 6. Individual or Joint/Group Filing (Check Applicable 4. If Amendment, Date of Original Filed (Month/Dav/Year) **500 UNICORN PARK DRIVE** Line) X Form filed by One Reporting Person (Street) Form filed by More than One Reporting **WOBURN** MA 01801 Person Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to Х 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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	09/11/2023		М		5,358	Α	\$3.3	268,794	D	
Common Stock	09/11/2023		S ⁽¹⁾		5,358	D	\$20.01 ⁽²⁾	263,436	D	
Common Stock	09/12/2023		М		300	Α	\$3.3	263,736	D	
Common Stock	09/12/2023		S ⁽¹⁾		300	D	\$20	263,436 ⁽³⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and 1. Title of 3. Transaction 3A. Deemed 5. Number 7. Title and 8. Price of 9. Number of 10. 11. Nature Derivative Conversion Date Execution Date Transaction of Expiration Date (Month/Day/Year) Amount of Derivative derivative Ownership of Indirect Security (Instr. 3) or Exercise Price of if any (Month/Day/Year) Code (Instr. 8) Derivative Securities Underlying Security (Instr. 5) Securities Beneficially Form: Direct (D) Beneficial Ownership (Month/Day/Year) Securities Derivative Acquired **Derivative Security** Owned or Indirect (Instr. 4) Following Security (A) or Disposed (Instr. 3 and 4) (I) (Instr. 4) Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount Number Date Expiration Date of Code v (A) (D) Exercisable Title Shares Employee Stock Commor Option \$3.3 09/11/2023 М 5,358 (4) 07/26/2027 5,358 \$<mark>0</mark> 86,333 D Stock (right to buy) Employee Stock Commor Option \$3.3 09/12/2023 М 300 (4) 07/26/2027 300 \$<mark>0</mark> 86,033 D Stock (right to buy)

Explanation of Responses:

1. The sales reported on this Form 4 were made by the reporting person pursuant to a trading plan adopted on March 15, 2023, that is intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.

2. The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.05. The Reporting Person will provide to the Issuer, any security holder of the Issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

3. Following the sales reported on this Form 4, the reporting person continues to beneficially own 263,436 shares of the Issuer's common stock, including restricted stock units. The reporting person also holds options to acquire an aggregate of 491,569 shares of the Issuer's common stock, 376,774 of which are exercisable as of the date hereof.

4. The reporting person was granted an option to purchase 134,281 shares of the Issuer's common stock on July 26, 2017. All of the shares underlying such stock option have vested and are exercisable as of the date hereof

> /s/ Shawn Glidden, attorney-in-09/13/2023 fact

** 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.