

OMB APPROVAL	
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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* <u>Forbion Capital Fund III Cooperatief U.A.</u> (Last) (First) (Middle) <u>C/O FORBION CAPITAL PARTNERS, GOOIMEER 2-35</u> (Street) <u>NAARDEN P7 1411 DC</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Replimune Group, Inc. [REPL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/24/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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			
Common Stock	07/24/2018		C		994,688	A	(1)	994,688	I	See footnote ⁽²⁾
Common Stock	07/24/2018		C		2,579,881	A	(1)	3,574,569	I	See footnote ⁽²⁾
Common Stock	07/24/2018		C		1,013,547	A	(1)	4,588,116	I	See footnote ⁽²⁾
Common Stock	07/24/2018		P		133,333	A	\$15	4,721,449	I	See footnote ⁽²⁾

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	Amount or Number of Shares				
Warrant (right to buy)	(3)	07/24/2018		C		248,672 ⁽⁴⁾		(3)	(3)	Common Stock	248,672 ⁽⁴⁾	\$0	248,672 ⁽⁴⁾	I	See footnote ⁽²⁾
Warrant (right to buy)	(3)	07/24/2018		C		248,672 ⁽⁴⁾		(3)	(3)	Series Seed Convertible Preferred Stock	248,672 ⁽⁴⁾	\$0	0	I	See footnote ⁽²⁾
Series Seed Convertible Preferred Stock	(1)	07/24/2018		C		994,688 ⁽⁴⁾		(1)	(1)	Common Stock	994,688 ⁽⁴⁾	\$0	0	I	See footnote ⁽²⁾
Series A Convertible Preferred Stock	(1)	07/24/2018		C		2,579,881 ⁽⁴⁾		(1)	(1)	Common Stock	2,579,881 ⁽⁴⁾	\$0	0	I	See footnote ⁽²⁾
Series B Convertible Preferred Stock	(1)	07/24/2018		C		1,013,547 ⁽⁴⁾		(1)	(1)	Common Stock	1,013,547 ⁽⁴⁾	\$0	0	I	See footnote ⁽²⁾

Explanation of Responses:

1. In connection with the completion of the Issuer's initial public offering, each share of the Issuer's series seed convertible preferred stock, series A convertible preferred stock and series B convertible preferred stock (collectively, the "Preferred Stock") converted into shares of the Issuer's common stock on a 1-for-9.94688 basis without payment or consideration. The Preferred Stock had no expiration date.

2. The securities are held directly by Forbion Capital Fund III Cooperatief U.A. ("Forbion Coop"). Forbion III Management B.V. ("Forbion Management") is the director of Forbion Coop and may be deemed to have voting, investment and dispositive power with respect to the shares held by Forbion Coop. Forbion Management disclaims Section 16 beneficial ownership of the shares held by Forbion Coop, except to the extent, if any, of its pecuniary interest therein.

3. Reflects warrants to acquire shares of the Issuer's Series Seed Convertible Preferred Stock which automatically converted into warrants to acquire shares of the Issuer's common stock immediately prior to the completion of the Issuer's initial public offering on a 1-for-9.94688 basis without payment or consideration. The warrants have no expiration date. The exercise price is \$1.01 per share of the Issuer's common stock.

4. Reflects the number of shares of applicable series of preferred stock held by the Reporting Person on an as-converted to common stock basis.

Forbion III Management B.V.,
director of Forbion Capital
Fund III Cooperatief U.A./s/ 07/26/2018
By M.A. van Osch and H.A.
Slootweg, as directors

** 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.

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