## SEC Form 4

 $\square$ 

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 Add	Iress of Reporting		2. Issuer Name <b>and</b> Ticker or Trading Symbol Replimune Group, Inc. [ REPL ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 18 COMMER	(First)	- (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/24/2018	X Officer (give title Other (specify below) Chief Accounting Officer				
(Street) WOBURN (City)	MA (State)	01801 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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								

### 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 6. Ownership 2A. Deemed 5. Amount of 7. Nature 2. Transaction 3 Form: Direct (D) or Indirect of Indirect Beneficial Execution Date Transaction ecuritie (Month/Day/Year) Beneficially if any Code (Instr (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership (Instr. 4) Reported (A) or (D) Transaction(s) v Price Code Amount (Instr. 3 and 4)

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

1	(e.g., puts, cans, 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. Transa Code ( 8)		5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	Expiration Date (Month/Day/Year) uirties uired or oosed ) (Instr.				ion Date of Securities		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					
Employee Stock Option (right to buy)	\$15	07/24/2018		A		35,000		(1)	07/19/2028	Common Stock	35,000	\$0	35,000	D		

Explanation of Responses:

1. This option was granted on July 19, 2018 subject to the completion of the Issuer's initial public offering, which closed on July 24, 2018. 25% of the shares underlying this stock option vest on July 19, 2019 and the remainder of the shares underlying this stock option vest in 36 equal monthly installments thereafter.

### /s/ Robert Coffin, attorney-in-07/26/2018 <u>fact</u>

\*\* 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.

OMB APPROVAL

OMB Number:	3235-0287					
Estimated average burden						
hours per response:	0.5					