

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Franchi Jean M.</u> (Last) (First) (Middle) <u>C/O REPLIMUNE GROUP, INC.</u> <u>500 UNICORN PARK</u> (Street) <u>WOBURN MA 01801</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 type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <p style="text-align: center;">Chief Financial Officer</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	12/14/2020		M		25,000	A	\$14.08	25,000	D	
Common Stock	12/14/2020		S ⁽¹⁾		17,856	D	\$43.7 ⁽²⁾	7,144	D	
Common Stock	12/14/2020		S ⁽¹⁾		6,755	D	\$42.86 ⁽³⁾	389	D	
Common Stock	12/14/2020		S ⁽¹⁾		389	D	\$42.09 ⁽⁴⁾	0 ⁽⁵⁾	D	

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
Employee Stock Option (right to buy)	\$14.08	12/14/2020		M		25,000	(6)	12/09/2029	Common Stock	25,000	\$0	155,000	D	

Explanation of Responses:

- The sales reported on this Form 4 were made by the reporting person pursuant to a trading plan adopted on November 13, 2020 that is intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.
- The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.22 to \$44.21. 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.
- The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.24 to \$43.21. 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.
- The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.01 to \$42.15. 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.
- The reporting person continues to hold options to acquire 211,350 shares of the Issuer's common stock, 20,000 of which are exercisable as of the date hereof.
- 25% of the shares underlying this stock option vested on December 9, 2020, the remainder of the shares underlying this stock option will continue to vest in equal monthly installments thereafter until December 9, 2023.

/s/ Jean Franchi

12/16/2020

** 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.