SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

Instruction 1(b).		Filed	pursuant to Section 16(a) of the Securities Exchange Act of 1934	ho	hours per response: 0.5		
			or Section 30(h) of the Investment Company Act of 1940	4			
1. Name and Addre Love Colin	ess of Reporting Pers	son*	2. Issuer Name and Ticker or Trading Symbol <u>Replimune Group, Inc.</u> [REPL]	(Check all a Di			s) to Issuer 0% Owner hther (specify
(Last) C/O REPLIMU 500 UNICORN	(First) NE GROUP, INC PARK	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/15/2021	be	below) Chief Operating		elow) icer
(Street) WOBURN (City)	MA (State)	01801 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	Line) X Fo	orm filed by (roup Filing (Ch One Reporting More than One	•

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)	Transaction Code (Instr.		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	Int (A) or (D) Price Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
Common Stock	04/15/2021		S ⁽¹⁾		27,300	D	\$30.69 ⁽²⁾	898,509	D	
Common Stock	04/15/2021		S ⁽¹⁾		2,700	D	\$29.98 ⁽³⁾	895,809 ⁽⁴⁾	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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				7. Titl Amou Secur Unde Deriv Secur 3 and	int of rities rlying ative rity (Instr.	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				

Explanation of Responses:

1. The sales reported on this Form 4 were made by the reporting person pursuant to a trading plan adopted on June 12, 2020 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 \$30.22 to \$31.19. 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. The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.76 to \$30.17. 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.

4. Following the sales reported on this Form 4, the reporting person continues to beneficially own 895,809 shares of the Issuer's common stock. The reporting person also holds options to acquire 503,578 shares of the Issuer's common stock, 274,077 of which are exercisable as of the date hereof.

/s/ Jean Franchi, attorney-in-

fact

04/19/2021

** 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.