

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

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>Dhingra Kapil</u> <hr/> (Last) (First) (Middle) <u>C/O REPLIMUNE GROUP, INC.</u> <u>500 UNICORN PARK</u> <hr/> (Street) <u>WOBURN MA 01801</u> <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/07/2020</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	12/07/2020		M		40,000	A	\$1.75	40,000	D	
Common Stock	12/07/2020		S		24,675	D	\$45.09 ⁽¹⁾	15,325	D	
Common Stock	12/07/2020		S		13,523	D	\$46.22 ⁽²⁾	1,802	D	
Common Stock	12/07/2020		S		1,802	D	\$47.04 ⁽³⁾	0	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	Expiration Date					
Stock Option (right to buy)	\$1.75	12/07/2020		M			40,000	(4)	01/21/2026	Common Stock 40,000	\$0	3,169	D	

Explanation of Responses:

- The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.84 to \$45.82. 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 \$45.85 to \$46.84. 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 \$46.85 to \$47.21. 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 shares underlying this option vested on January 21, 2016.

/s/ Jean Franchi, attorney-in-fact

12/09/2020

** 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.