UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 19, 2020**

REPLIMUNE GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-38596**	**82-2082553**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

500 Unicorn Park
Woburn, MA 01801
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: **(781) 222-9600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.001 per share	REPL	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Tanya Lewis to the Board of Directors

On October 19, 2020, based on the recommendation of the Nominating and Corporate Governance Committee of Replimune Group, Inc. (the "Company"), the Board of Directors of the Company (the "Board") increased the size of the Board from ten members to eleven, and filled the newly created vacancy on the Board by appointing Tanya Lewis as a director of the Company, with such appointment effective as of November 2, 2020 (the "Effective Date"). Ms. Lewis will initially serve as a director of the Company until the Company's 2021 annual meeting of stockholders, at which such meeting Ms. Lewis will be nominated to stand for election to the Board. The Board has determined that Ms. Lewis is an independent director in accordance with applicable rules of the U.S. Securities and Exchange Commission (the "SEC") and the Nasdaq Stock Market.

Ms. Lewis has served as Executive Vice President, Chief Regulatory Officer and Quality Officer at Karyopharm Therapeutics Inc., a pharmaceutical company, since November 2019, and previously served as Senior Vice President, Regulatory and Quality Affairs from November 2018 to November 2019. Prior to joining Karyopharm Therapeutics, Ms. Lewis served as Vice President, Regulatory and Quality Affairs for Syros Pharmaceuticals, Inc., a pharmaceutical company, from January 2017 to July 2018. Prior to joining Syros Pharmaceuticals, Ms. Lewis served as Vice President, Regulatory Affairs and Quality Assurance for Idera Pharmaceuticals, Inc., a pharmaceutical company, from October 2015 to December 2016. Before joining Idera Pharmaceuticals, Ms. Lewis served as Vice President, Regulatory Affairs for Tesaro, Inc., a pharmaceutical company, from October 2011 to June 2015 and prior to that served in various roles at Millennium Pharmaceuticals. Inc. Ms. Lewis holds a Bachelor of Science degree in Biology from Northeastern University and a Master of Science degree in Regulatory Affairs and Public Health from Massachusetts College of Pharmacy and Allied Health Science.

In connection with her service on the Board, Ms. Lewis will receive an annual cash retainer of $35,000, prorated based on the date of her appointment to the Board. In addition, on the Effective Date, Ms. Lewis will receive a grant of a nonqualified stock option to acquire 33,000 shares of the Company's common stock at an exercise price equal to the closing price of the Company's common stock on the Effective Date, as reported on the Nasdaq Global Select Market. The option will vest and become exercisable as to 25% of the shares on the first anniversary of the Effective Date, and the balance of the shares will vest in a series of approximately equal 24 monthly installments thereafter.

In addition, the Company and Ms. Lewis intend to enter into a customary indemnification agreement, a form of which has been previously filed with the SEC, and a board appointment letter, in each case, effective as of the Effective Date.

There have been no transactions with the Company and there are currently no proposed transactions with the Company that would be required to be disclosed under Item 404(a) of Regulation S-K. No arrangement or understanding exists between Ms. Lewis and any other person pursuant to which Ms. Lewis was selected as a director of the Company.

Item 7.01 Regulation FD Disclosure.

On October 19, 2020, the Company issued a press release announcing Ms. Lewis' appointment to the Board. The full text of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 7.01 and in the accompanying Exhibit 99.1 shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing. The information in this Item 7.01 and the accompanying Exhibit 99.1 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press release dated October 19, 2020.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REPLIMUNE GROUP, INC.

Date: October 19, 2020

By: /s/ Jean Franchi
Jean Franchi
Chief Financial Officer

Exhibit 99.1

Replimune Appoints Tanya Lewis to the Board of Directors

Woburn, MA, October 19, 2020 – Replimune Group, Inc. (NASDAQ: REPL), a biotechnology company developing oncolytic immuno-gene therapies derived from its Immulytic™ platform, today announced the appointment of Tanya Lewis to its Board of Directors, effective as of November 2, 2020.

“Tanya is a respected and highly accomplished pharmaceutical industry executive with greater than 20 years of experience in global drug development across a variety of therapeutic areas, including oncology,” said Philip Astley-Sparke, CEO of Replimune. “It is my pleasure to welcome Tanya to our board. In particular, Tanya adds deep expertise in developing and executing regulatory strategies and we look forward to her contributions as we plan to bring our leading pipeline of oncolytic immunotherapies to market.”

Ms. Lewis currently serves as the Executive Vice President, Chief Regulatory Strategy and Strategic Operations at Karyopharm Therapeutics, a publicly-traded biopharmaceutical company (Nasdaq: KPTI) where she navigated the approval of XPOVIO®. Prior to joining Karyopharm, Ms. Lewis held leadership positions at several companies, including Tesaro and Millennium, where she developed approval strategies and led interactions with U.S. and European regulators for clinical trial applications, marketing applications (including ODAC presentations) and drug labeling. Tanya’s past accomplishments include the successful negotiations for registration trial designs, approval, and/or commercialization of VELCADE®, VARUBI®, INTEGRILIN® and ZEJULA®.

Tanya holds a Bachelor of Science degree in Biology from Northeastern University and a Master of Science degree in Regulatory Affairs and Public Health from Massachusetts College of Pharmacy and Allied Health Science.

About Replimune

Replimune Group, Inc., headquartered in Woburn, MA, was founded in 2015 to develop the next generation of oncolytic immune-gene therapies for the treatment of cancer. Replimune is developing novel, proprietary therapeutics intended to improve the direct cancer-killing effects of selective virus replication and the potency of the immune response to the tumor antigens released. Replimune’s Immulytic™ platform is designed to maximize systemic immune activation, in particular to tumor neoantigens, through robust viral-mediated immunogenic tumor cell killing and the delivery of optimal combinations of immune-activating proteins to the tumor and draining lymph nodes. The approach is expected to be highly synergistic with immune checkpoint blockade and other approaches to cancer treatment across a broad range of cancers. Replimune intends to progress these therapies rapidly through clinical development in combination with other immuno-oncology products with complementary mechanisms of action. For more information, please visit www.replimune.com.

Forward Looking Statements

This press release contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding our expectations about our plans to commercialize our product candidates, and other statements identified by words such as “could,” “expects,” “intends,” “may,” “plans,” “potential,” “should,” “will,” “would,” or similar expressions and the negatives of those terms. Forward-looking statements are not promises or guarantees of future performance, and are subject to a variety of risks and uncertainties, many of which are beyond our control, and which could cause actual results to differ materially from those contemplated in such forward-looking statements. These factors include risks related to our limited operating history, our ability to generate positive clinical trial results for our product candidates, the costs and timing of operating our in-house manufacturing facility, the timing and scope of regulatory approvals, changes in laws and regulations to which we are subject, competitive pressures, our ability to identify additional product candidates, political and global macro factors including the impact of the coronavirus as a global pandemic and related public health issues, and other risks as may be detailed from time to time in our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q and other reports we file with the Securities and Exchange Commission. Our actual results could differ materially from the results described in or implied by such forward-looking statements. Forward-looking statements speak only as of the date hereof, and, except as required by law, we undertake no obligation to update or revise these forward-looking statements.

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