

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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 Address of Reporting Person* <u>Astley-Sparke Philip</u>  (Last) (First) (Middle) C/O REPLIMUNE GROUP, INC. 500 UNICORN PARK  (Street) WOBURN MA 01801  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2020</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	12/09/2020		s <sup>(1)</sup>		600	D	\$45.79 <sup>(2)</sup>	1,354,697	D	
Common Stock	12/09/2020		s <sup>(1)</sup>		6,025	D	\$44.85 <sup>(3)</sup>	1,348,672	D	
Common Stock	12/09/2020		s <sup>(1)</sup>		6,459	D	\$43.88 <sup>(4)</sup>	1,342,213	D	
Common Stock	12/09/2020		s <sup>(1)</sup>		11,116	D	\$43.09 <sup>(5)</sup>	1,331,097	D	
Common Stock	12/09/2020		s <sup>(1)</sup>		800	D	\$42.03 <sup>(6)</sup>	1,330,297	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		5,086	D	\$43.72 <sup>(7)</sup>	1,325,211	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		16,051	D	\$42.99 <sup>(8)</sup>	1,309,160	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		3,863	D	\$42.39 <sup>(9)</sup>	1,305,297 <sup>(10)</sup>	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					

**Explanation of Responses:**

- The sales reported on this Form 4 were made by the reporting person pursuant to a trading plan adopted on November 6, 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 \$46.47 to \$45.56. 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 \$45.40 to \$44.41. 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 \$44.40 to \$43.42. 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 \$43.40 to \$42.48. 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 \$42.29 to \$41.78. 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 \$44.45 to \$43.46. 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 \$43.45 to \$42.46. 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 \$42.45 to \$42.26. 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.
- Following the sales reported on this Form 4, the reporting person continues to beneficially own 1,305,297 shares of the Issuer's common stock. The reporting person also holds options to acquire 647,571 shares of the Issuer's common stock, 220,022 of which are exercisable as of the date hereof.

/s/ Jean Franchi, attorney-in-fact 12/11/2020

\*\* 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.**

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