

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

**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

1. Name and Address of Reporting Person* <u>Bain Capital Life Sciences Investors, LLC</u>  (Last) (First) (Middle) 200 CLARENDON STREET  (Street) BOSTON MA 02116  (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 checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/24/2018	
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	07/24/2018		C <sup>(3)</sup>		2,338,968 <sup>(3)</sup>	A	(3)	2,338,968 <sup>(3)</sup>	I	See Footnotes <sup>(1)(2)</sup>
Common Stock	07/24/2018		P		500,000 <sup>(4)</sup>	A	\$15	2,838,968	I	See Footnotes <sup>(1)(2)</sup>

**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						Title
Series B Convertible Preferred Stock	(3)	07/24/2018		C			235,146	(3)	(3)	Common Stock	2,338,968 <sup>(3)</sup>	(3)	0	I	See footnotes <sup>(1)(2)</sup>

1. Name and Address of Reporting Person* <u>Bain Capital Life Sciences Investors, LLC</u>  (Last) (First) (Middle) 200 CLARENDON STREET  (Street) BOSTON MA 02116  (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">Bain Capital Life Sciences Partners, LP</a>		
(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Bain Capital Life Sciences Fund, L.P.</a>		
(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">BCIP Life Sciences Associates, LP</a>		
(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Schwartz Jeffrey Lawrence</a>		
(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Koppel Adam</a>		
(Last)	(First)	(Middle)
C/O BAIN CAPITAL LIFE SCIENCES INVESTORS 200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents shares held directly by Bain Capital Life Sciences Fund, L.P. and BCIP Life Sciences Associates, LP (collectively, the "Bain Life Sciences Entities").
2. The governance, investment strategy and decision-making process with respect to investments held by the Bain Life Sciences Entities is directed by Bain Capital Life Sciences Investors, LLC ("BCI LS"), whose managers are Jeffrey Schwartz and Adam Koppel. As a result, BCI LS, Mr. Schwartz and Dr. Koppel may each be deemed to share voting and dispositive power with respect to the securities held by the Bain Life Sciences Entities. BCI LS, Mr. Schwartz and Dr. Koppel each disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

3. Each share of Series B Convertible Preferred Stock automatically converted into shares of Common Stock on a 1-for-9.94688 basis upon the consummation of the Issuer's initial public offering without payment or additional consideration. The shares of Series B Convertible Preferred Stock had no expiration date.

4. On July 24, 2018, the Bain Life Sciences Entities purchased, in aggregate, 500,000 shares of Common Stock of the Issuer at a price of \$15 per share, pursuant to an underwritten public offering.

**Remarks:**

BAIN CAPITAL LIFE SCIENCES INVESTORS, LLC. By: /s/ Adam Koppel, 07/26/2018  
Name: Adam Koppel, Title: Managing Director

BAIN CAPITAL LIFE SCIENCES PARTNERS, LP. By: Bain Capital Life Sciences Investors, LLC, its 07/26/2018  
general partner, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Managing Director

BAIN CAPITAL LIFE SCIENCES FUND, L.P., By: Bain Capital Life Sciences Partners, LP, its general 07/26/2018  
partner, By: Bain Capital Life Sciences Investors, LLC, its general partner, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Managing Director

BCIP LIFE SCIENCES ASSOCIATES, LP. By: Boylston Coinvestors, LLC, its general partner, By: /s/ Adam Koppel, Name: Adam Koppel, Title: Authorized Signatory 07/26/2018

/s/ Jeffrey Schwartz 07/26/2018  
/s/ Adam Koppel 07/26/2018

\*\* 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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