

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Rhodes Jason P</u> (Last) (First) (Middle) 18 COMMERCE WAY (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2020	
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		S ⁽¹⁾		8,636	D	\$45.46 ⁽²⁾	2,477,660 ⁽³⁾	I	See Footnote ⁽⁴⁾
Common Stock	12/07/2020		S ⁽¹⁾		23,174	D	\$45.97 ⁽⁵⁾	2,454,486 ⁽³⁾	I	See Footnote ⁽⁴⁾
Common Stock	12/07/2020		S ⁽¹⁾		1,222	D	\$46.91 ⁽⁶⁾	2,453,264 ⁽³⁾	I	See Footnote ⁽⁴⁾
Common Stock	12/07/2020		S ⁽¹⁾		2,962	D	\$45.45 ⁽⁷⁾	1,097,038	I	See Footnote ⁽⁸⁾
Common Stock	12/07/2020		S ⁽¹⁾		26,713	D	\$46.06 ⁽⁹⁾	1,070,325	I	See Footnote ⁽⁸⁾
Common Stock	12/07/2020		S ⁽¹⁾		2,322	D	\$46.93 ⁽¹⁰⁾	1,068,003	I	See Footnote ⁽⁸⁾
Common Stock	12/07/2020		S ⁽¹⁾		748	D	\$45.46 ⁽²⁾	37,822 ⁽³⁾	I	See Footnote ⁽¹¹⁾
Common Stock	12/07/2020		S ⁽¹⁾		2,007	D	\$45.97 ⁽⁵⁾	35,815 ⁽³⁾	I	See Footnote ⁽¹¹⁾
Common Stock	12/07/2020		S ⁽¹⁾		106	D	\$46.91 ⁽⁶⁾	35,709 ⁽³⁾	I	See Footnote ⁽¹¹⁾
Common Stock	12/08/2020		S ⁽¹⁾		7,001	D	\$46.02 ⁽¹²⁾	2,446,263 ⁽³⁾	I	See Footnote ⁽⁴⁾
Common Stock	12/08/2020		S ⁽¹⁾		33,133	D	\$46.94 ⁽¹³⁾	2,413,130 ⁽³⁾	I	See Footnote ⁽⁴⁾
Common Stock	12/08/2020		S ⁽¹⁾		19,620	D	\$46.14 ⁽¹²⁾	1,048,383	I	See Footnote ⁽⁸⁾
Common Stock	12/08/2020		S ⁽¹⁾		45,027	D	\$46.89 ⁽¹³⁾	1,003,356	I	See Footnote ⁽⁸⁾
Common Stock	12/08/2020		S ⁽¹⁾		606	D	\$46.02 ⁽¹²⁾	35,103 ⁽³⁾	I	See Footnote ⁽¹¹⁾
Common Stock	12/08/2020		S ⁽¹⁾		2,869	D	\$46.94 ⁽¹³⁾	32,234 ⁽³⁾	I	See Footnote ⁽¹¹⁾
Common Stock	12/09/2020		S ⁽¹⁾		1,745	D	\$42.51 ⁽¹⁴⁾	2,411,385 ⁽³⁾	I	See Footnote ⁽⁴⁾
Common Stock	12/09/2020		S ⁽¹⁾		17,883	D	\$43.36 ⁽¹⁵⁾	2,393,502 ⁽³⁾	I	See Footnote ⁽⁴⁾
Common Stock	12/09/2020		S ⁽¹⁾		7,330	D	\$44.69 ⁽¹⁶⁾	2,386,172 ⁽³⁾	I	See Footnote ⁽⁴⁾

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 ⁽¹⁾		1,747	D	\$45.32 ⁽¹⁷⁾	2,384,425 ⁽³⁾	I	See Footnote ⁽⁴⁾
Common Stock	12/09/2020		S ⁽¹⁾		603	D	\$42.51 ⁽¹⁴⁾	1,002,753	I	See Footnote ⁽⁸⁾
Common Stock	12/09/2020		S ⁽¹⁾		6,183	D	\$43.36 ⁽¹⁵⁾	996,570	I	See Footnote ⁽⁸⁾
Common Stock	12/09/2020		S ⁽¹⁾		2,535	D	\$44.69 ⁽¹⁶⁾	994,035	I	See Footnote ⁽⁸⁾
Common Stock	12/09/2020		S ⁽¹⁾		604	D	\$45.32 ⁽¹⁷⁾	993,431	I	See Footnote ⁽⁸⁾
Common Stock	12/09/2020		S ⁽¹⁾		100	D	\$46.47	993,331	I	See Footnote ⁽⁸⁾
Common Stock	12/09/2020		S ⁽¹⁾		151	D	\$42.51 ⁽¹⁴⁾	32,083 ⁽³⁾	I	See Footnote ⁽¹¹⁾
Common Stock	12/09/2020		S ⁽¹⁾		1,549	D	\$43.36 ⁽¹⁵⁾	30,534 ⁽³⁾	I	See Footnote ⁽¹¹⁾
Common Stock	12/09/2020		S ⁽¹⁾		635	D	\$44.69 ⁽¹⁶⁾	29,899 ⁽³⁾	I	See Footnote ⁽¹¹⁾
Common Stock	12/09/2020		S ⁽¹⁾		151	D	\$45.32 ⁽¹⁷⁾	29,748 ⁽³⁾	I	See Footnote ⁽¹¹⁾

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)					

Explanation of Responses:

- Shares were sold pursuant to a Rule 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.71 to \$45.708 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (5), (6), (7), (9), (10), (12), (13), (14), (15), (16) and (17).
- The shares reported herein give effect to the pro rata distribution of shares by Atlas Venture Fund X, L.P. ("Atlas Venture Fund X") for no additional consideration to its limited and general partner, Atlas Venture Associates X, L.P. ("AVA X LP") subsequent to the Reporting Person's last Section 16 filing reporting ownership of the Issuer's Common Stock. As the distributions of such shares constituted only a change in the form of the Reporting Person's indirect ownership in such shares, the Reporting Person was not required to report these distributions pursuant to Section 16.
- The shares are held directly by Atlas Venture Fund X. The general partner of Atlas Venture Fund X is AVA X LP. Atlas Venture Associates X, LLC ("AVA X LLC") is the general partner of AVA X LP. The Reporting Person is a member of AVA X LLC and disclaims beneficial ownership of such securities held by Atlas Venture Fund X, except to the extent of his pecuniary interest therein, if any.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.71 to \$46.67 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.71 to \$47.19 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.71 to \$45.70 inclusive.
- The shares are held directly by Atlas Venture Opportunity Fund I, L.P. ("Atlas Venture Opportunity Fund I"). The general partner of Atlas Venture Opportunity Fund I is Atlas Venture Associates Opportunity I, L.P. ("AVAO I LP"). Atlas Venture Associates Opportunity I, LLC ("AVAO I LLC") is the general partner of AVAO I LP. The Reporting Person is a member of AVAO I LLC and disclaims beneficial ownership of such securities held by Atlas Venture Opportunity Fund I, except to the extent of his pecuniary interest therein, if any.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.71 to \$46.68 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.71 to \$47.23 inclusive.
- The shares are held directly by AVA X LP. The Reporting Person is a member of AVA X LLC and disclaims beneficial ownership of such securities held by AVA X LP, except to the extent of his pecuniary interest therein, if any.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.52 to \$46.42 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.55 to \$47.45 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.95 to \$42.91 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.97 to \$43.94 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.07 to \$45.06 inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.07 to \$45.96 inclusive.

Remarks:

/s/ Ommer Chohan, 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.

