SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Requiring Statement (Month/Day/Year) Replimune Group, Inc. [REPL]							
		(Check	all applicable)		(Me	5. If Amendment, Date of Original Filed (Month/Day/Year)	
		~	Officer (give title below)		cify 6. I Ap	olicable Line)	/Group Filing (Check y One Reporting Person
							y More than One
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			Beneficially Owned (Instr. 4)		t (D) (Inst	I. Nature of Indirect Beneficial Ownership Instr. 5)	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
Expiration D	Expiration Date				or Exercise	ise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Date Exercisable	Expiration Date			Amount E		or Indirect (I) (Instr. 5)	
(1)	10/01/2027	7	Common Stock	29,840	3.3	D	
	Requiring Stater (Month/Day/Yea 07/19/2018 Table I - Nor Table I - Nor g., puts, cal 2. Date Exercisable Date Exercisable	Table I - Non-Derivativa Table II - Derivativa 1 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date Date Exercisable Date	Requiring Statement (Month/Day/Year) Repl 07/19/2018 4. Rela (Check X Table I - Non-Derivative So Z. Amou Benefici Table II - Derivative Sec g., puts, calls, warrants, c 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Ti Und Date Exercisable Expiration Date Title	Requiring Statement (Month/Day/Year) Replimune Group, Inc. 07/19/2018 4. Relationship of Reporting Perso (Check all applicable) X Director Officer (give title below) Officer (give title below) Table I - Non-Derivative Securities Beneficially G., puts, calls, warrants, options, convertible 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Securit Underlying Derivative Securit Date Exercisable Expiration Date Title	Requiring Statement (Month/Day/Year) Replimune Group, Inc. [REPL] 07/19/2018 4. Relationship of Reporting Person(s) to Issue (Check all applicable) X Director 0fficer (give title below) Other (spec- below) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownersh Form: Direc or Indirect ((Instr. 5) Table II - Derivative Securities Beneficially Owned g., puts, calls, warrants, options, convertible securities (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Securities Shares 2 Date (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Securities Shares	Requiring Statement (Month/Day/Year) Replimune Group, Inc. [REPL] 07/19/2018 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 5. I (Month/Day/Year) X Director 10% Owner Officer (give title below) Other (specify below) 6. I Applicable) Table I - Non-Derivative Securities Beneficially Owned (Instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 4. Na (Inst Conversion or Exercisable and Expiration Date (Month/Day/Year) 2. Date Exercisable and Expiration Date (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Conversion or Exercisable of Shares Date Exercisable Expiration Date Title Amount or Number of Shares 4. Conversion	Requiring Statement (Month/Day/Year) Replimune Group, Inc. [REPL] 07/19/2018 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 5. If Amendment, Day (Month/Day/Year) 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 5. If Amendment, Day (Month/Day/Year) X Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint Applicable Line) X Form filed by Form filed by Reporting P Table I - Non-Derivative Securities Beneficially Owned g., puts, calls, warrants, options, convertible securities (Month/Day/Year) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 4. Nature of Indirect (Instr. 5) Z Date Expiration Date (Month/Day/Year) 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Conversion or Exercise Direct (D) or Indirect (D)

Explanation of Responses:

1. 25% of the shares underlying this stock option vest on October 1, 2017 and the remainder of the shares underlying this stock option vest in 36 equal monthly installments thereafter. Remarks:

Exhibit List Exhibit 24 - Power of Attorney

/s/Robert Coffin, as Attorney-07/19/2018 in-Fact

** 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 5 (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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Robert Coffin and Philip Astley-Sparke, signing singly, as his true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Replimune Group, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the U.S. Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorneys-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Securities Exchange Act of 1934 and the rules thereunder, as amended.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneysin-fact.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19 day of July, 2018.

/s/ Joseph Slattery Joseph Slattery

[Signature Page to Power of Attorney (Joseph Slattery)]