# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No.  $)^1$ 

Replimune Group, Inc.
(Name of Issuer)
Common Stock, par value \$0.001
(Title of Class of Securities)
76029N106
(CUSIP Number)
March 15, 2019
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
□ Rule 13d-1(b)
⊠ Rule 13d-1(c)
□ Rule 13d-1(d)
The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, <i>see</i> the <i>Notes</i> ).

1 NAME OF REPORTING PERSON  Biotechnology Value Fund, L.P.  2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠
	(a) 🛛
	(a) 🛛
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠
	(b) □
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
NUMBER OF 5 SOLE VOTING POWER	
SHARES	
BENEFICIALLY 0 shares	
OWNED BY 6 SHARED VOTING POWER	
EACH	
REPORTING 765,975	
PERSON WITH 7 SOLE DISPOSITIVE POWER	
0 shares	
8 SHARED DISPOSITIVE POWER	
765,975	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
765,975	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	-
2.4%	
12 TYPE OF REPORTING PERSON	_
PN	

1	NAME OF REPORTING PERSON			
	Biotechnolog	gy Value Fund II, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) ☑			
	(b) □			
			` /	
3	SEC USE ONLY			
4	CITIZENSHIP OR	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware			
NUMBER OF	5	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		0 shares		
OWNED BY	6	SHARED VOTING POWER		
EACH				
REPORTING		607,738		
PERSON WITH	7	SOLE DISPOSITIVE POWER		
		0 shares		
	8	SHARED DISPOSITIVE POWER	-	
	-			
		607,738		
9	AGGREGATE AM	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
_				
	607,738			
10	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CL.	ASS REPRESENTED BY AMOUNT IN ROW (9)		
		.,		
	1.9%			
12	TYPE OF REPOR	TING PERSON		
	PN			

1	NAME OF REPORTING PERSON			
1	NAME OF REPORTING PERSON			
	Biotechnology Value Trading Fund OS LP			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) ⊠			
2	(a) $\square$			
			(0) 🗆	
3	SEC USE ONLY			
	SEC OSE ONE!			
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Cayman Islan	ds		
NUMBER OF	5	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		0 shares		
OWNED BY	6	SHARED VOTING POWER		
EACH REPORTING		115,779		
PERSON WITH	7	SOLE DISPOSITIVE POWER		
TERSON WITH	,	SOLE DISFOSITIVE FOWER		
		0 shares		
	8	SHARED DISPOSITIVE POWER		
		115,779		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	115,779			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □			
11	DERCENT OF CUA	ASS REPRESENTED BY AMOUNT IN ROW (9)		
11	TENCENT OF CLA	ASS RELIGESERVED BY ANIOUSVI IN ROW (3)		
	Less than 1%			
12	TYPE OF REPORT			
	PN			

	<b>+</b>		
1	NAME OF REPORTING PERSON		
	BVF Partne		
2	CHECK THE AP	PROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠
			(b) □
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Cayman Isla	ands	
NUMBER OF	5	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		0 shares	
OWNED BY	6	SHARED VOTING POWER	
EACH			
REPORTING		115,779	
PERSON WITH	7	SOLE DISPOSITIVE POWER	
		0 shares	
	8	SHARED DISPOSITIVE POWER	
		115,779	
9	AGGREGATE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	115,779		
10	CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CI	ASS REPRESENTED BY AMOUNT IN ROW (9)	
		• •	
	Less than 19	%	
12	TYPE OF REPOR	RTING PERSON	
	CO		

1	NAME OF REPOR	TING PERSON		
	DVF Destroy I. D			
2	BVF Partners L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\boxtimes$ (b) $\square$			
			(0) 🗆	
3	SEC USE ONLY			
4	CITIZENCIUD OD	PLACE OF ORGANIZATION		
4	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	Delaware			
NUMBER OF	5	SOLE VOTING POWER		
SHARES		Ochouse		
BENEFICIALLY OWNED BY	6	0 shares SHARED VOTING POWER		
EACH		SHARED VOTING FOWER		
REPORTING		1,606,817		
PERSON WITH	7	SOLE DISPOSITIVE POWER		
		0 shares		
	8	SHARED DISPOSITIVE POWER		
		SIMMED DISTOSTIVE TO WER		
		1,606,817		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1,606,817			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
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11	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (9)		
	5.1%			
12	TYPE OF REPORT	TING PERSON		
	D11 14			
	PN, IA			

1	NAME OF REPORT	TING PERSON		
	BVF Inc.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\boxtimes$ (b) $\Box$			
			(0) □	
3	SEC USE ONLY			
	CITIZENCIUS OD I	DI A CE OF OD CANIZATION		
4	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	Delaware			
NUMBER OF	5	SOLE VOTING POWER		
SHARES		O shares		
BENEFICIALLY OWNED BY	6	0 shares SHARED VOTING POWER		
EACH	0	SHARED VOTING TOWER		
REPORTING		1,606,817		
PERSON WITH	7	SOLE DISPOSITIVE POWER		
		0 shares		
	8	SHARED DISPOSITIVE POWER		
		1,606,817		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1,606,817			
10	CHECK BOX IF TH	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	1 LICENT OF GER	20 121 1202 112 B1 12100111 11 110 11 (0)		
	5.1%			
12	TYPE OF REPORT	ING PERSON		
	CO			

1	NAME OF REPORTING PERSON			
1	NAME OF REFORTING FEROOR			
	Mark N. Lam	pert		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) ☑			
	(b) □			
3	SEC USE ONLY			
4	CITIZENSHID OR	DI ACE OF ORCANIZATION		
4	CITIZENSHIP OR PLACE OF ORGANIZATION			
	United States			
NUMBER OF	5	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		0 shares		
OWNED BY EACH	6	SHARED VOTING POWER		
REPORTING		1,606,817		
PERSON WITH	7	SOLE DISPOSITIVE POWER		
	,			
		0 shares		
	8	SHARED DISPOSITIVE POWER		
		4 606 045		
9	ACCDECATE AM	1,606,817		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1,606,817			
10		HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
		• • • • • • • • • • • • • • • • • • • •		
11	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (9)		
	5.1%			
12	TYPE OF REPORT	TNG PERSON		
1-		1.0121.001.		
	IN			

Item 1(a). Name of Issuer:

Replimune Group, Inc., a Delaware corporation (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

18 Commerce Way,

Woburn, Massachusetts 01801

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office or, if None, Residence

Item 2(c). Citizenship

Biotechnology Value Fund, L.P. ("BVF")

44 Montgomery St., 40<sup>th</sup> Floor San Francisco, California 94104

Citizenship: Delaware

Biotechnology Value Fund II, L.P. ("BVF2")

44 Montgomery St., 40<sup>th</sup> Floor San Francisco, California 94104

Citizenship: Delaware

Biotechnology Value Trading Fund OS LP ("Trading Fund OS")

PO Box 309 Ugland House Grand Cayman, KY1-1104 Cayman Islands

Citizenship: Cayman Islands

BVF Partners OS Ltd. ("Partners OS")

PO Box 309 Ugland House Grand Cayman, KY1-1104

Cayman Islands

Citizenship: Cayman Islands

BVF Partners L.P. ("Partners") 44 Montgomery St., 40<sup>th</sup> Floor San Francisco, California 94104

Citizenship: Delaware

BVF Inc.

44 Montgomery St., 40<sup>th</sup> Floor San Francisco, California 94104

Citizenship: Delaware

Mark N. Lampert ("Mr. Lampert") 44 Montgomery St., 40<sup>th</sup> Floor San Francisco, California 94104 Citizenship: United States

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.001 per share (the "Shares").

Item 2(e). CUSIP Number:

76029N106

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- /x/ Not applicable.
- (a) // Broker or dealer registered under Section 15 of the Exchange Act.
- (b) // Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) // Investment company registered under Section 8 of the Investment Company Act.
- (e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) // Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k) // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

#### Item 4. Ownership

(a) Amount beneficially owned:

As of the close of business on March 25, 2019 (i) BVF beneficially owned 765,975 Shares, (ii) BVF2 beneficially owned 607,738 Shares, and (iii) Trading Fund OS beneficially owned 115,779 Shares.

Partners OS, as the general partner of Trading Fund OS, may be deemed to beneficially own the 115,779 Shares beneficially owned by Trading Fund OS.

Partners, as the general partner of BVF, BVF2, the investment manager of Trading Fund OS, and the sole member of Partners OS, may be deemed to beneficially own the 1,606,817 Shares beneficially owned in the aggregate by BVF, BVF2, Trading Fund OS, and certain Partners managed accounts (the "Partners Managed Accounts"), including 117,325 Shares held in the Partners Managed Accounts.

BVF Inc., as the general partner of Partners, may be deemed to beneficially own the 1,606,817 Shares beneficially owned by Partners.

Mr. Lampert, as a director and officer of BVF Inc., may be deemed to beneficially own the 1,606,817 Shares beneficially owned by BVF Inc.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any Shares owned by another Reporting Person. Partners OS disclaims beneficial ownership of the Shares beneficially owned by Trading Fund OS. Each of Partners, BVF Inc. and Mr. Lampert disclaims beneficial ownership of the Shares beneficially owned by BVF, BVF2, Trading Fund OS, and the Partners Managed Accounts, and the filing of this statement shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities.

#### (b) Percent of class:

The following percentages are based on 31,646,800 Shares outstanding as of February 12, 2019, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on February 14, 2019.

As of the close of business on March 25, 2019 (i) BVF beneficially owned approximately 2.4% of the outstanding Shares, (ii) BVF2 beneficially owned approximately 1.9% of the outstanding Shares, (iii) Trading Fund OS beneficially owned less than 1% of the outstanding Shares, (iv) Partners OS may be deemed to beneficially own less than 1% of the outstanding Shares, and (v) each of Partners, BVF Inc. and Mr. Lampert may be deemed to beneficially own approximately 5.1% of the outstanding Shares (less than 1% of the outstanding Shares are held in the Partners Managed Accounts).

- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote

See Cover Pages Items 5-9.

(ii) Shared power to vote or to direct the vote

See Cover Pages Items 5-9.

(iii) Sole power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

(iv) Shared power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Partners, BVF Inc. and Mr. Lampert share voting and dispositive power over the Shares beneficially owned by BVF, BVF2, Trading Fund

OS, and the Partners Managed Accounts.

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or

Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit 99.1.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## **SIGNATURE**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 25, 2019

BIOTECHNOLOGY VALUE FUND, L.P.

By: BVF Partners L.P., its general partner

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

BVF INC.

By: /s/ Mark N. Lampert

Mark N. Lampert

President

/s/ Mark N. Lampert

MARK N. LAMPERT

## BIOTECHNOLOGY VALUE FUND II, L.P.

By: BVF Partners L.P., its general partner

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

#### BVF PARTNERS L.P.

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

#### BVF PARTNERS OS LTD.

By: BVF Partners L.P., its sole member

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

#### BIOTECHNOLOGY VALUE TRADING FUND OS LP

By: BVF Partners L.P., its investment manager

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

## **Joint Filing Agreement**

The undersigned hereby agree that the Statement on Schedule 13G dated March 25, 2019 with respect to the Common Stock, par value \$0.001 per share of Replimune Group, Inc., and any further amendments thereto executed by each and any of the undersigned shall be filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Dated: March 25, 2019

BIOTECHNOLOGY VALUE FUND, L.P.

By: BVF Partners L.P., its general partner

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

BVF INC.

By: /s/ Mark N. Lampert

Mark N. Lampert

President

/s/ Mark N. Lampert

MARK N. LAMPERT

#### BIOTECHNOLOGY VALUE FUND II, L.P.

By: BVF Partners L.P., its general partner

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

#### BVF PARTNERS L.P.

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

## BVF PARTNERS OS LTD.

By: BVF Partners L.P., its sole member

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

# BIOTECHNOLOGY VALUE TRADING FUND OS LP

By: BVF Partners L.P., its investment manager

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President