

**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

1. Name and Address of Reporting Person* <u>Schwendenman Andrew</u>  (Last) (First) (Middle) C/O REPLIMUNE GROUP, INC. 500 UNICORN PARK DRIVE  (Street) WOBURN MA 01801  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/18/2023	3. Issuer Name and Ticker or Trading Symbol <u>Replimune Group, Inc. [ REPL ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Accounting Officer	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	22,761 <sup>(1)(2)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (right to buy)	(3)	08/24/2030	Common Stock	50,000	22.88	D
Employee Stock Option (right to buy)	(4)	04/01/2031	Common Stock	7,189	31.58	D
Employee Stock Option (right to buy)	(5)	04/01/2032	Common Stock	9,585	18.26	D
Employee Stock Option (right to buy)	(6)	04/01/2032	Common Stock	16,295	18.26	D
Employee Stock Option (right to buy)	(7)	04/01/2033	Common Stock	9,585	17.66	D
Employee Stock Option (right to buy)	(8)	04/01/2033	Common Stock	9,585	17.66	D

**Explanation of Responses:**

- Consists of (a) 2,791 shares of the Issuer's common stock that were issued upon the vesting and settlement of restricted stock units ("RSUs") granted to the Reporting Person, and (b) 19,970 shares of the Issuer's common stock issuable upon the vesting and settlement of RSUs. Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- The Reporting Person was granted (i) 4,793 RSUs on April 1, 2021, 25% of such RSUs vested and were released on each of May 15, 2022 and May 15, 2023, and the remainder will vest in two approximately equal annual installments thereafter until May 15, 2025; (ii) 6,390 RSUs on April 1, 2022, 25% of such RSUs vested and were released on May 15, 2023, and the remainder will vest in three approximately equal annual installments thereafter until May 15, 2026; (iii) 6,390 RSUs on April 1, 2023, 25% of such RSUs vest on May 15, 2024, and the remainder will vest in three approximately equal annual installments thereafter until May 15, 2027; and (iv) 6,390 RSUs on April 1, 2023, 33.3% of such RSUs vest on May 15, 2024, and the remainder will vest in two approximately equal annual installments thereafter until May 15, 2026. In each of the above cases, vesting is subject to the Reporting Person's continuous service to the Issuer.
- 25% of the shares underlying this stock option vested on August 24, 2021, and the remainder of the shares underlying this stock option vest in 36 approximately equal monthly installments thereafter.
- 25% of the shares underlying this stock option vested on April 1, 2022, and the remainder of the shares underlying this stock option vest in 36 approximately equal monthly installments thereafter.
- 25% of the shares underlying this stock option vested on April 1, 2023, and the remainder of the shares underlying this stock option vest in 36 approximately equal monthly installments thereafter.

6. 33.3% of the shares underlying this stock option vested on April 1, 2023, and the remainder of the shares underlying this stock option vest in 2 approximately equal annual installments thereafter.

7. 25% of the shares underlying this stock option vest on April 1, 2024, and the remainder of the shares underlying this stock option vest in 36 approximately equal monthly installments thereafter.

8. 33.3% of the shares underlying this stock option vest on April 1, 2024, and the remainder of the shares underlying this stock option vest in 2 approximately equal annual installments thereafter.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Shawn Glidden, as  
attorney-in-fact

05/18/2023

\*\* 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 Shawn Glidden 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 an officer 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 or her 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 or her 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 attorney-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 attorneys-in-fact.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16<sup>th</sup> day of May, 2023.

/s/ Andrew Schwendenman  
Andrew Schwendenman

[Signature Page to Section 16 Power of Attorney (A. Schwendenman)]

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