

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Esposito Pamela</u>  (Last) (First) (Middle) <u>C/O REPLIMUNE GROUP, INC.,</u> <u>500 UNICORN PARK</u>  (Street) <u>WOBURN MA 01801</u>  (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 <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <p style="text-align:center"><b>Chief Business Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/20/2021</u>	
	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	07/20/2021		M		4,862	A	\$1.01	215,021	D	
Common Stock	07/20/2021		S <sup>(1)</sup>		4,862	D	\$33.05	210,159	D	
Common Stock	07/21/2021		M		12,538	A	\$1.01	222,697	D	
Common Stock	07/21/2021		S <sup>(1)</sup>		12,538	D	\$33.17	210,159 <sup>(2)</sup>	D	

**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
Employee Stock Option (right to buy)	\$1.01	07/20/2021		M		4,862		(3)	11/01/2025	Common Stock	4,862	\$0	63,741	D	
Employee Stock Option (right to buy)	\$1.01	07/21/2021		M		12,538		(3)	11/01/2025	Common Stock	12,538	\$0	51,203	D	

**Explanation of Responses:**

- The sales reported on this Form 4 were made by the reporting person pursuant to a trading plan adopted on December 14, 2020 that is intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.
- Following the sales reported on this Form 4, the reporting person continues to beneficially own 210,159 shares of the Issuer's common stock. The reporting person also holds options to acquire an aggregate of 488,102 shares of the Issuer's common stock, 324,649 of which are exercisable as of the date hereof. Due to scrivener's error, footnote 2 of the Form 4 filed on behalf of the reporting person on July 19, 2021 inadvertently overstated the number of options held by the Reporting Person following the transaction reported therein. The amounts stated in this footnote 2 set forth the correct number of options held by the Reporting Person following the transaction reported herein.
- The reporting person was granted an option to purchase 149,203 shares of the Issuer's common stock on November 1, 2015. All of the shares underlying such stock option have vested and are exercisable as of the date hereof.

/s/ Jean Franchi, attorney-in-fact 07/22/2021

\*\* 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.

**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.**