

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>Omega Fund IV, L.P.</u> <hr/> (Last) (First) (Middle) <u>185 DARTMOUTH STREET</u> <hr/> (Street) <u>BOSTON MA 02116</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/19/2018</u>	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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
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**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				
Series Seed Preferred Stock	(1)	(1)	Common Stock	100,000	(1)	D <sup>(5)</sup>
Series Seed Warrants (right to buy)	(2)	(2)	Series Seed Preferred Stock	25,000	10	D <sup>(5)</sup>
Series A Convertible Preferred Stock	(3)	(3)	Common Stock	259,366	(3)	D <sup>(5)</sup>
Series B Convertible Preferred Stock	(4)	(4)	Common Stock	101,896	(4)	D <sup>(5)</sup>

1. Name and Address of Reporting Person* <u>Omega Fund IV, L.P.</u> <hr/> (Last) (First) (Middle) <u>185 DARTMOUTH STREET</u> <hr/> (Street) <u>BOSTON MA 02116</u> <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Omega Fund IV GP, L.P.</u> <hr/> (Last) (First) (Middle) <u>185 DARTMOUTH STREET</u> <hr/> (Street) <u>BOSTON MA 02116</u> <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<a href="#">Omega Fund IV G.P. Manager, Ltd.</a>		
(Last)	(First)	(Middle)
185 DARTMOUTH STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Stampacchia Otello</a>		
(Last)	(First)	(Middle)
185 DARTMOUTH STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Lim Richard J.</a>		
(Last)	(First)	(Middle)
185 DARTMOUTH STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Paster Anne-Mari</a>		
(Last)	(First)	(Middle)
185 DARTMOUTH STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

**Explanation of Responses:**

- The Series Seed Preferred Stock is convertible (i) at any time at the option of the holder; (ii) automatically upon the closing of a firm-commitment underwritten public offering of the issuer's securities pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "Securities Act"); or (iii) by vote or written consent of the holders of at least 75% of the then outstanding shares of redeemable convertible preferred stock (voting together as a single class on an as-converted basis) and the holders of at least 55% of the then outstanding shares of Series B (as defined below) (voting together as a separate class on an as-converted basis), in each case into fully paid and nonassessable shares of common stock on a 1-for-9.94688 basis.
- The Series Seed Warrants (the "Warrants") will automatically convert upon the closing of a firm-commitment underwritten public offering of the issuer's securities pursuant to an effective registration statement under the Securities Act into warrants for the purchase of common stock on a 1-for-9.94688 basis. The Warrants have no expiration date.
- The Series A Convertible Preferred Stock is convertible (i) at any time at the option of the holder; (ii) automatically upon the closing of a firm-commitment underwritten public offering of the issuer's securities pursuant to an effective registration statement under the Securities Act; or (iii) by vote or written consent of the holders of at least 75% of the then outstanding shares of redeemable convertible preferred stock (voting together as a single class on an as-converted basis) and the holders of at least 55% of the then outstanding shares of Series B (voting together as a separate class on an as-converted basis), in each case into fully paid and nonassessable shares of common stock on a 1-for-9.94688 basis.
- The Series B Convertible Preferred Stock ("Series B") is convertible (i) at any time at the option of the holder; (ii) automatically upon the closing of a firm-commitment underwritten public offering of the issuer's securities pursuant to an effective registration statement under the Securities Act; or (iii) by vote or written consent of the holders of at least 75% of the then outstanding shares of redeemable convertible preferred stock (voting together as a single class on an as-converted basis) and the holders of at least 55% of the then outstanding shares of Series B (voting together as a separate class on an as-converted basis), in each case into fully paid and nonassessable shares of common stock on a 1-for-9.94688 basis.
- The reported securities are beneficially owned by Omega Fund IV, L.P. ("Omega IV"). The reported securities may be deemed to be beneficially owned by each of Omega Fund IV GP, L.P. ("Omega IV GP"), as the general partner of Omega IV, and Omega Fund IV GP Manager, Ltd. ("Omega IV GP Manager"), as the general partner of Omega IV GP. Otello Stampacchia, Richard Lim and Anne-Mari Paster are all the shareholders and directors of Omega IV GP Manager and have shared voting and investment power over the shares held by Omega IV and, as a result, may each be deemed to beneficially own the reported securities. Otello Stampacchia is also a director of the issuer. Each of the Reporting Persons disclaims beneficial ownership of the reported securities, except to the extent of his, her or its pecuniary interest therein.

**Remarks:**

Exhibit List: 24-1 Power of Attorney 24-2 Power of Attorney

/s/ Anne-Mari Paster.  
Signature of Anne-Mari Paster 07/19/2018  
as an authorized signatory of  
each Reporting Person

\*\* 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 each of the undersigned hereby constitutes and appoints each other undersigned, such person's true and lawful attorney-in-fact, to:

- (1) execute for and on behalf of each of such person Forms 3, 4, and 5 and Schedules 13D or 13G, as appropriate, and any required amendments thereto (collectively, the "Reports"), with respect to their current or future beneficial ownership of securities of any public company, in accordance with Section 13(d) and/or Section 16(a) of the Securities Exchange Act of 1934, as amended, and the respective rules (including Rule 13d-1) promulgated thereunder;
- (2) do and perform any and all acts for and on behalf of such person which may be necessary or desirable to complete and execute any such Report and timely file such form with the United States 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 an attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, such person, it being understood that the documents executed by an attorney-in-fact on behalf of such person pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

Each of the undersigned hereby grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or 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 each attorney-in-fact, or such attorney-in-fact's 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. Each of the undersigned hereby ratifies and confirms each Report that has been signed by any other undersigned prior to the date hereof. Each of the undersigned acknowledges that each foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigneds' responsibilities to comply with Section 13(d) or Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned are no longer required to file Reports with respect to the undersigneds' current or future holdings of and transactions in securities issued by any public company, unless earlier revoked by the undersigned in a signed writing delivered to each foregoing attorney-in-fact.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of dates set forth opposite their names.

Dated: 07/19/2018 /s/ Otello Stampacchia  
-----  
Otello Stampacchia

Dated: 07/19/2018 /s/ Richard Lim  
-----  
Richard Lim

Dated: 07/19/2018 /s/ Anne-Mari Paster  
-----  
Anne-Mari Paster



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 attorneys-in-fact.

[Signature Page Follows]

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

/s/ Otello Stampacchia  
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Otello Stampacchia

[Signature Page to Power of Attorney (Otello Stampacchia)]