

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Rhodes Jason P</u>  (Last) (First) (Middle) <u>18 COMMERCE WAY</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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/24/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	07/24/2018		C		3,439,839	A	(1)	3,439,839	I	See Footnote <sup>(2)</sup>	
Common Stock	07/24/2018		C		1,013,547	A	(1)	4,453,386	I	See Footnote <sup>(2)</sup>	

**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	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	07/24/2018		C		3,439,839 <sup>(3)</sup>		(1)	(1)	Common Stock	3,439,839 <sup>(3)</sup>	\$0	0	I	See Footnote <sup>(2)</sup>
Series B Convertible Preferred Stock	(1)	07/24/2018		C		1,013,547 <sup>(3)</sup>		(1)	(1)	Common Stock	1,013,547 <sup>(3)</sup>	\$0	0	I	See Footnote <sup>(2)</sup>
Stock Option (right to buy)	\$15	07/24/2018		A		13,500		(4)	07/19/2028	Common Stock	13,500	\$0	13,500	D	

**Explanation of Responses:**

- In connection with the closing of the Issuer's initial public offering, each share of the Issuer's series A convertible preferred stock and series B convertible preferred stock (collectively, the "Preferred Stock") converted into shares of the Issuer's common stock on a 1-for-9.94688 basis without payment or consideration. The Preferred Stock had no expiration date.
- The shares are held directly by Atlas Venture Fund X, L.P. ("Atlas Venture Fund X"). The general partner of Atlas Venture Fund X is Atlas Venture Associates X, L.P. ("AVA X LP"). Atlas Venture Associates X, LLC ("AVA X LLC") is the general partner of AVA X LP. The Reporting Person is a member of AVA X LLC and disclaims beneficial ownership of such securities held by Atlas Venture Fund X, except to the extent of his pecuniary interest therein, if any.
- Reflects the number of series A convertible preferred stock or series B convertible preferred stock, as applicable held by the Reporting Person on an as-converted to common stock basis.
- This option was granted on July 19, 2018 subject to the completion of the Issuer's initial public offering, which closed on July 24, 2018. 25% of the shares underlying this stock option vest on July 19, 2019 and the remainder of the shares underlying this stock option vest in 24 equal monthly installments thereafter.

/s/ Jason Rhodes

07/26/2018

\*\* 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.**