

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>	
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	07/24/2018		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
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.