SEC Form 4

**FORM 4**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## 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* <br><br> Esposito Pamela <br><br> (Last)  (First)  (Middle) <br><br> C/O REPLIMUNE GROUP, INC., <br> 500 UNICORN PARK <br><br> (Street) <br><br> WOBURN    MA    01801 <br><br> (City)  (State)  (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br> Replimune Group, Inc. [ REPL ] <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br> 08/31/2020 <br><br> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br> Director   10% Owner <br> X Officer (give title below)   Other (specify below) <br><br> **Chief Business Officer** <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X Form filed by One Reporting Person <br>   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 | 08/31/2020 | | M | | 5,000 | A | $1.01 | 117,700 | D | |
| Common Stock | 08/31/2020 | | S[1] | | 5,000 | D | $27.05[2] | 112,700[3] | 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 | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | $1.01 | 08/31/2020 | | M | | | 5,000 | [4] | 11/01/2025 | Common Stock | 5,000 | $0 | 144,203 | D | |

**Explanation of Responses:**

1. The sales reported on this Form 4 were made by the reporting person pursuant to a trading plan adopted on June 15, 2020 that is intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.

2. The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from $27.00 to $27.18.

3. Following the sales reported on this Form 4, the reporting person continues to beneficially own 112,700 shares of the Issuer's common stock. The reporting person also holds options to acquire an aggregate of 593,146 shares of the Issuer's common stock, 394,440 of which are exercisable as of the date hereof.

4. 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 the stock option have vested and are exercisable as of the date hereof.

/s/ Jean Franchi, attorney-in-fact          09/01/2020

** Signature of Reporting Person          Date