

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 26, 2023**

REPLIMUNE GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38596
(Commission
File Number)

82-2082553
(IRS Employer
Identification Number)

**500 Unicorn Park
Woburn, MA 01801**
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: **(781) 222-9600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	REPL	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On December 22, 2023 (the “Closing Date”), Replimune Group, Inc. (the “Company”) and certain subsidiaries of the Company (collectively, the “Borrowers”) entered into a Second Amendment to Loan and Security Agreement (the “Amendment”) with Hercules Capital, Inc. (“Hercules”), in its capacity as administrative agent and collateral agent (the “Agent”), and certain other financial institutions that from time to time may become parties to the Loan Agreement as lenders (collectively, the “Lenders”), pursuant to which the Company, Hercules, and the Lenders agreed to amend the Loan and Security Agreement dated October 6, 2022 (as amended by that First Amendment to Loan and Security Agreement dated as of June 28, 2023, the “Loan Agreement”) to, among other things, extend the revenue milestone date thereunder to July 31, 2026.

In addition, pursuant to the Amendment, (i) the second loan tranche advance under the Loan Agreement was decreased from \$45 million to \$15 million, (ii) the third loan tranche advance under the Loan Agreement was increased from \$25 million to \$30 million and the availability of the tranche was extended until March 31, 2025, (iii) the fourth tranche advance under the Loan Agreement was increased from \$35 million to \$50 million and the availability of the tranche was extended until March 31, 2026, and (iv) the fifth tranche advance under the Loan Agreement was increased from \$40 million to \$50 million and the availability of the tranche was extended until September 15, 2026, subject to the terms and conditions thereof. The second loan tranche advance was funded on the Closing Date.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2023.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

The foregoing description in Item 1.01 above with respect to the Amendment is incorporated into this Item 2.03 by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REPLIMUNE GROUP, INC.

Date: December 26, 2023

By: /s/ Philip Astley-Sparke
Philip Astley-Sparke
Chief Executive Officer
