

**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

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).

1. Name and Address of Reporting Person* <u>Omega Fund IV, L.P.</u>  (Last) (First) (Middle) 185 DARTMOUTH STREET  (Street) BOSTON MA 02116  (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)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/19/2018	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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		P		266,667	A	\$15	266,667	D <sup>(1)</sup>	
Common Stock	07/24/2018		C		994,688	A	\$0.00 <sup>(2)</sup>	1,261,355	D <sup>(1)</sup>	
Common Stock	07/24/2018		C		2,579,881	A	\$0.00 <sup>(3)</sup>	3,841,236	D <sup>(1)</sup>	
Common Stock	07/24/2018		C		1,013,547	A	\$0.00 <sup>(4)</sup>	4,854,783	D <sup>(1)</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 Seed Warrants (right to buy)	(5)	07/24/2018		C			25,000	(5)	(5)	Series Seed Preferred Stock	25,000 <sup>(5)</sup>	\$0.00	0	D <sup>(1)</sup>	
Common Stock Warrants (right to buy)	(5)	07/24/2018		C		248,672		(5)	(5)	Common Stock	248,672	\$0.00	248,672	D <sup>(1)</sup>	
Series Seed Preferred Stock	(2)	07/24/2018		C		100,000		(2)	(2)	Common Stock	994,688	\$0.00	0	D <sup>(1)</sup>	
Series A Convertible Preferred Stock	(3)	07/24/2018		C		259,366		(3)	(3)	Common Stock	2,579,881	\$0.00	0	D <sup>(1)</sup>	
Series B Convertible Preferred Stock	(4)	07/24/2018		C		101,896		(4)	(4)	Common Stock	1,013,547	\$0.00	0	D <sup>(1)</sup>	
Common Stock Option	\$15	07/19/2018	07/24/2018	A		13,500		(6)	(6)	Common Stock	13,500	\$0.00	13,500 <sup>(6)</sup>	D <sup>(6)</sup>	

1. Name and Address of Reporting Person\*  
Omega Fund IV, L.P.  
 (Last) (First) (Middle)  
 185 DARTMOUTH STREET  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Omega Fund IV GP, L.P.  
 (Last) (First) (Middle)

185 DARTMOUTH STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Omega Fund IV G.P. Manager, Ltd.](#)

(Last) (First) (Middle)

185 DARTMOUTH STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Stampacchia Otello](#)

(Last) (First) (Middle)

185 DARTMOUTH STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Lim Richard J.](#)

(Last) (First) (Middle)

185 DARTMOUTH STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Paster Anne-Mari](#)

(Last) (First) (Middle)

185 DARTMOUTH STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

1. 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.
2. The Series Seed Preferred Stock ("Series Seed") converted automatically into shares of the issuer's common stock on a 1-for-9.94688 basis upon the completion of the issuer's public offering of common stock pursuant to the issuer's registration statement under the Securities Act of 1933, as amended, filed with the Commission on June 22, 2018, as subsequently amended (the "IPO"). The Series Seed had no expiration date.
3. The Series A Convertible Preferred Stock ("Series A") converted automatically into shares of the issuer's common stock on a 1-for-9.94688 basis upon the completion of IPO. The Series A had no expiration date.
4. The Series B Convertible Preferred Stock ("Series B") converted automatically into shares of the issuer's common stock on a 1-for-9.94688 basis upon the completion of IPO. The Series B had no expiration date.
5. The Series Seed Warrants (the "Seed Warrants") converted automatically into warrants to purchase shares of the issuer's common stock (the "Common Stock Warrants") on a 1-for-9.94688 basis upon the completion of IPO. The exercise price of the Common Stock Warrants is \$1.01 per share of the issuer's common stock. The Seed Warrants had no expiration date and the Common Stock Warrants have no expiration date.
6. The Common Stock Options (the "Options") were granted to Otello Stampacchia in his capacity as a director of the issuer on July 19, 2018 (the "Grant Date") contingent upon the closing of the IPO, with 25% of the Options vesting on the first anniversary of the Grant Date and an additional 3.125% of the Options vesting each month thereafter for 24 months. The Options expire on the tenth anniversary of the Grant Date.

**Remarks:**

[/s/ Anne-Mari Paster, Signature  
of Anne-Mari Paster as an  
authorized signatory of each  
Reporting Person](#) [07/24/2018](#)

\*\* 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.

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