

**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): **June 1, 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
Suite 303
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 1, 2023, based on the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Replimune Group, Inc. (the “Company”), the Board appointed Veleka Peeples-Dyer to serve as a member of the Board, effective immediately. The appointment of Ms. Peeples-Dyer as a member of the Board fills the vacancy created by the Board’s decision on March 8, 2023, to increase the size of the Board from nine members to ten.

Ms. Peeples-Dyer will initially serve as a director of the Company until the Company’s 2023 annual meeting of stockholders, at which such meeting Ms. Peeples-Dyer is expected to be nominated to stand for election to the Board.

In connection with her appointment to the Board, the Board appointed Ms. Peeples-Dyer as a member of the Board’s Audit Committee (the “Audit Committee”) to serve in place of Dieter Weinand who stepped down from the Audit Committee effective upon Ms. Peeples-Dyer’s appointment.

In connection with her service on the Board and the Audit Committee, Ms. Peeples-Dyer will receive an annual cash retainer of \$45,000 and \$10,000, respectively, in each case, prorated based on the date of her appointment. In addition, Ms. Peeples-Dyer received a grant of a nonqualified stock option to acquire 50,400 shares of the Company’s common stock at an exercise price of \$18.48, the closing price of the Company’s common stock on June 1, 2023, as reported on the Nasdaq Global Select Market. The option will vest and become exercisable as to 25% of the shares on June 1, 2024, and the balance of the shares will vest in a series of 24 approximately equal monthly installments thereafter.

Additionally, Ms. Peeples-Dyer and the Company entered into a customary indemnification agreement, a form of which has been previously filed with the U.S. Securities and Exchange Commission (the “SEC”), effective as of June 1, 2023.

The Board has determined that Ms. Peeples-Dyer is an independent director in accordance with applicable rules of the SEC and the Nasdaq Stock Market. Other than the foregoing, there have been no transactions with the Company and there are currently no proposed transactions with the Company that would be required to be disclosed under Item 404(a) of Regulation S-K. No arrangement or understanding exists between Ms. Peeples-Dyer and any other person pursuant to which Ms. Peeples-Dyer was selected as a director of the Company.

Item 7.01 Regulation FD Disclosure.

On June 5, 2023, the Company issued a press release announcing Ms. Peeples-Dyer’s appointment to the Board. The full text of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 7.01 and in the accompanying Exhibit 99.1 shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing. The information in this Item 7.01 and the accompanying Exhibit 99.1 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	News Release dated June 5, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: June 5, 2023

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

Replimune Appoints Veleka R. Peeples-Dyer to its Board of Directors

Woburn, MA, June 5, 2023 – Replimune Group, Inc. (Nasdaq: REPL), a clinical stage biotechnology company pioneering the development of a novel portfolio of tumor-directed oncolytic immunotherapies, today announced the appointment of Veleka R. Peeples-Dyer to the Company’s Board of Directors effective June 1, 2023.

“We are pleased to welcome Veleka to Replimune’s Board of Directors,” said Philip Astley-Sparke, Chief Executive Officer of Replimune. “Veleka is a highly accomplished life sciences executive, experienced attorney and compliance professional with over 24 years of her practice dedicated to the life sciences industry assisting with building legal and compliance teams and advising on the research, development, approval and commercialization of products in the industry. We look forward to working with Veleka and believe her guidance and input will strengthen our board as we advance and anticipate commercialization of our leading pipeline of oncolytic immunotherapies.”

Ms. Peeples-Dyer has served as a strategic enterprise leader at leading biopharmaceutical companies serving as in-house counsel for over 16 years and outside counsel to global life sciences clients through her partnerships at prominent life sciences law firms, including as the Chair of the North American Food and Drug practice and Co-Chair of the Global Regulatory Group at Baker McKenzie, a top ten global life sciences firm. Throughout her career in the life sciences industry, including executive appointments as Chief Legal Officer, Chief Compliance Officer and Corporate Secretary, Veleka has provided business, legal and compliance advice and counsel on a wide variety of matters, including Food and Drug Administration (FDA) regulatory, global compliance, business development, clinical trials, quality, manufacturing, commercialization and other corporate matters. Ms. Peeples-Dyer is currently on the Advisory Board of Syridex Bio, a life sciences impact investment firm dedicated to the acceleration of health equity through focusing on investing in therapies for diseases that disproportionately affect underserved populations.

Ms. Peeples-Dyer holds a Bachelor’s degree in Political Science from Hampton University and a Juris Doctor degree from the University of South Carolina School of Law. Veleka is recognized across the legal and life sciences arena as a leader and has received numerous recognitions, including most recently being named to The Top 50 Women Leaders of DC for 2023 and listed in Savoy Magazine as 2022 Most Influential Black Executives in Corporate America, and 2022 Most Influential Black Lawyers.

About Replimune

Replimune Group, Inc., headquartered in Woburn, MA, was founded in 2015 with the mission to transform cancer treatment by pioneering the development of novel tumor-directed oncolytic immunotherapies. Replimune’s proprietary RPx platform is based on a potent HSV-1 backbone with payloads added to maximize immunogenic cell death and the induction of a systemic anti-tumor immune response. The RPx platform has a unique dual local and systemic mechanism of action (MOA) consisting of direct selective virus-mediated killing of the tumor resulting in the release of tumor derived antigens and altering of the tumor microenvironment (TME) to ignite a strong and durable systemic response. This MOA is expected to be synergistic with most established and experimental cancer treatment modalities, and, with an attractive safety profile the RPx platform has the versatility to be developed alone or combined with a variety of other treatment options. For more information, please visit www.replimune.com.

Forward Looking Statements

This press release contains forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding the design and advancement of our clinical trials, the timing and sufficiency of our clinical trial outcomes to support potential approval of any of our product candidates, our goals to develop and commercialize our product candidates, patient enrollments in our existing and planned clinical trials and the timing thereof, and other statements identified by words such as “could,” “expects,” “intends,” “may,” “plans,” “potential,” “should,” “will,” “would,” or similar expressions and the negatives of those terms. Forward-looking statements are not promises or guarantees of future performance, and are subject to a variety of risks and uncertainties, many of which are beyond our control, and which could cause actual results to differ materially from those contemplated in such forward-looking statements. These factors include risks related to our limited operating history, our ability to generate positive clinical trial results for our product candidates, the costs and timing of operating our in-house manufacturing facility, the timing and scope of regulatory approvals, changes in laws and regulations to which we are subject, competitive pressures, our ability to identify additional product candidates, political and global macro factors including the impact of the coronavirus as a global pandemic and related public health issues, and other risks as may be detailed from time to time in our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q and other reports we file with the Securities and Exchange Commission. Our actual results could differ materially from the results described in or implied by such forward-looking statements. Forward-looking statements speak only as of the date hereof, and, except as required by law, we undertake no obligation to update or revise these forward-looking statements.

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