

---

---

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

---

**SCHEDULE 13G**

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(b), (c)  
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2  
(Amendment No. 2)\***

---

**Replimune Group, Inc.**

(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**76029N106**  
(CUSIP Number)

**December 31, 2021**  
(Date of Event Which Requires Filing of this Statement)

---

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

1	NAMES OF REPORTING PERSONS  Omega Fund IV, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  5,012,052
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  5,012,052
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,012,052	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  10.6% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  PN	

- (1) This Schedule 13G is filed by Omega Fund IV, L.P. (“Omega Fund”), Omega Fund IV GP, L.P. (“Omega GP”), Omega Fund IV GP Manager, Ltd. (“Omega Ltd”), Otello Stampacchia (“Stampacchia”), and Anne-Mari Paster (“Paster”) (together, the “Reporting Persons”). Omega Ltd serves as the general partner of Omega GP, which serves as the general partner of Omega Fund; and each of Omega Ltd and Omega GP may be deemed to own beneficially the shares held by Omega Fund. Stampacchia and Paster are the directors of Omega Ltd and may be deemed to beneficially own the shares held by Omega Fund. The Reporting Persons may be deemed a “group” for purposes of Section 13 of the Exchange Act and expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) The following percentages are based on (i) 47,209,545 shares of Common Stock outstanding as of January 31, 2022, as set forth in the Issuer’s most recent Form 10-Q for the period ending December 31, 2021, filed with the Securities and Exchange Commission by the Issuer on February 3, 2022 and (ii) immediately exercisable warrants to purchase 248,672 shares of Common Stock held by Omega Fund.

1	NAMES OF REPORTING PERSONS  Omega Fund IV GP, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  5,012,052
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  5,012,052
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,012,052	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  10.6% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  PN	

- (1) This Schedule 13G is filed by Omega Fund IV, L.P. (“Omega Fund”), Omega Fund IV GP, L.P. (“Omega GP”), Omega Fund IV GP Manager, Ltd. (“Omega Ltd”), Otello Stampacchia (“Stampacchia”), and Anne-Mari Paster (“Paster”) (together, the “Reporting Persons”). Omega Ltd serves as the general partner of Omega GP, which serves as the general partner of Omega Fund; and each of Omega Ltd and Omega GP may be deemed to own beneficially the shares held by Omega Fund. Stampacchia and Paster are the directors of Omega Ltd and may be deemed to beneficially own the shares held by Omega Fund. The Reporting Persons may be deemed a “group” for purposes of Section 13 of the Exchange Act and expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) The following percentages are based on (i) 47,209,545 shares of Common Stock outstanding as of January 31, 2022, as set forth in the Issuer’s most recent Form 10-Q for the period ending December 31, 2021, filed with the Securities and Exchange Commission by the Issuer on February 3, 2022 and (ii) immediately exercisable warrants to purchase 248,672 shares of Common Stock held by Omega Fund.

1	NAMES OF REPORTING PERSONS  Omega Fund IV GP Manager, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  5,012,052
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  5,012,052
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,012,052	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  10.6% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  OO	

- (1) This Schedule 13G is filed by Omega Fund IV, L.P. (“Omega Fund”), Omega Fund IV GP, L.P. (“Omega GP”), Omega Fund IV GP Manager, Ltd. (“Omega Ltd”), Otello Stampacchia (“Stampacchia”), and Anne-Mari Paster (“Paster”) (together, the “Reporting Persons”). Omega Ltd serves as the general partner of Omega GP, which serves as the general partner of Omega Fund; and each of Omega Ltd and Omega GP may be deemed to own beneficially the shares held by Omega Fund. Stampacchia and Paster are the directors of Omega Ltd and may be deemed to beneficially own the shares held by Omega Fund. The Reporting Persons may be deemed a “group” for purposes of Section 13 of the Exchange Act and expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) The following percentages are based on (i) 47,209,545 shares of Common Stock outstanding as of January 31, 2022, as set forth in the Issuer’s most recent Form 10-Q for the period ending December 31, 2021, filed with the Securities and Exchange Commission by the Issuer on February 3, 2022 and (ii) immediately exercisable warrants to purchase 248,672 shares of Common Stock held by Omega Fund.

1	NAMES OF REPORTING PERSONS  Otello Stampacchia	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Italy	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  43,500
	6	SHARED VOTING POWER  5,012,052
	7	SOLE DISPOSITIVE POWER  43,500
	8	SHARED DISPOSITIVE POWER  5,012,052
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,055,552	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  10.6% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN	

- (1) This Schedule 13G is filed by Omega Fund IV, L.P. (“Omega Fund”), Omega Fund IV GP, L.P. (“Omega GP”), Omega Fund IV GP Manager, Ltd. (“Omega Ltd”), Otello Stampacchia (“Stampacchia”), and Anne-Mari Paster (“Paster”) (together, the “Reporting Persons”). Omega Ltd serves as the general partner of Omega GP, which serves as the general partner of Omega Fund; and each of Omega Ltd and Omega GP may be deemed to own beneficially the shares held by Omega Fund. Stampacchia and Paster are the directors of Omega Ltd and may be deemed to beneficially own the shares held by Omega Fund. The Reporting Persons may be deemed a “group” for purposes of Section 13 of the Exchange Act and expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) The following percentages are based on (i) 47,209,545 shares of Common Stock outstanding as of January 31, 2022, as set forth in the Issuer’s most recent Form 10-Q for the period ending December 31, 2021, filed with the Securities and Exchange Commission by the Issuer on February 3, 2022 and (ii) immediately exercisable warrants to purchase 248,672 shares of Common Stock held by Omega Fund.

1	NAMES OF REPORTING PERSONS  Anne-Mari Paster	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  5,012,052
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  5,012,052
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,012,052	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  10.6% (2)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN	

- (1) This Schedule 13G is filed by Omega Fund IV, L.P. (“Omega Fund”), Omega Fund IV GP, L.P. (“Omega GP”), Omega Fund IV GP Manager, Ltd. (“Omega Ltd”), Otello Stampacchia (“Stampacchia”), and Anne-Mari Paster (“Paster”) (together, the “Reporting Persons”). Omega Ltd serves as the general partner of Omega GP, which serves as the general partner of Omega Fund; and each of Omega Ltd and Omega GP may be deemed to own beneficially the shares held by Omega Fund. Stampacchia and Paster are the directors of Omega Ltd and may be deemed to beneficially own the shares held by Omega Fund. The Reporting Persons may be deemed a “group” for purposes of Section 13 of the Exchange Act and expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) The following percentages are based on (i) 47,209,545 shares of Common Stock outstanding as of January 31, 2022, as set forth in the Issuer’s most recent Form 10-Q for the period ending December 31, 2021, filed with the Securities and Exchange Commission by the Issuer on February 3, 2022 and (ii) immediately exercisable warrants to purchase 248,672 shares of Common Stock held by Omega Fund.

Introductory Note: This statement on Schedule 13G is filed on behalf of the Reporting Persons, in respect of shares of Common Stock (“Common Stock”), of Replimune Group, Inc. (the “Issuer”).

**Item 1(a) Name of Issuer:**

Replimune Group, Inc. (the “Issuer”)

**Item 1(b) Address of Issuer’s principal executive offices:**

Replimune Group, Inc.  
500 Unicorn Park  
Woburn, MA 01801

**Items 2(a) Name of Reporting Persons filing:**

Omega Fund IV, L.P. (“Omega Fund”)  
Omega Fund IV GP, L.P. (“Omega GP”)  
Omega Fund IV GP Manager, Ltd. (“Omega Ltd.”)  
Otello Stampacchia (“Stampacchia”)  
Anne-Mari Paster (“Paster”)

**Item 2(b) Address or principal business office or, if none, residence:**

The address of the principal business office of Omega Fund, Omega GP, Omega Ltd, Stampacchia, and Paster, is c/o Omega Fund Management, LLC, 888 Boylston Street, Suite 1111, Boston, MA 02199.

**Item 2(c) Citizenship:**

Name	Citizenship or Place of Organization
Omega Fund	Cayman Islands
Omega GP	Cayman Islands
Omega Ltd.	Cayman Islands
Stampacchia	Italy
Paster	United States of America

**Item 2(d) Title of class of securities:**

Common Stock

**Item 2(e) CUSIP No.:**

76029N106

**Item 3 If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filings is a:**

Not applicable.

**Item 4 Ownership**

The following information with respect to the ownership of Common Stock of the Issuer by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2021.

Reporting Persons	Shares of Common Stock Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class (1)
Omega Fund(2)(3)	5,012,052	0	5,012,052	0	5,012,052	5,012,052	10.6%
Omega GP(2)(3)	0	0	5,012,052	0	5,012,052	5,012,052	10.6%
Omega Ltd(2)(3)	0	0	5,012,052	0	5,012,052	5,012,052	10.6%
Stampacchia(2)(3)	0	43,500	5,012,052	43,500	5,012,052	5,055,552	10.6%
Paster(2)(3)	0	0	5,012,052	0	5,012,052	5,012,052	10.6%

- (1) The following percentages are based on (i) 47,209,545 shares of Common Stock outstanding as of January 31, 2022, as set forth in the Issuer's most recent Form 10-Q for the period ending December 31, 2021, filed with the Securities and Exchange Commission by the Issuer on February 3, 2022 and (ii) immediately exercisable warrants to purchase 248,672 shares of Common Stock held by Omega Fund.
- (2) Omega Fund owns (i) 4,763,380 shares of Common Stock and (ii) an immediately exercisable warrant to purchase 248,672 shares of Common Stock. Stampacchia owns options exercisable within 60 days to purchase 43,500 shares of Common Stock which he holds of record. Omega Ltd serves as the general partner of Omega GP, which serves as the general partner of Omega Fund, and each of Omega GP and Omega Ltd may be deemed to own beneficially the shares held by Omega Fund. Stampacchia and Paster are the directors of Omega Ltd and may be deemed to beneficially own the shares held by Omega Fund.
- (3) The Reporting Persons may be deemed a "group" for purposes of Section 13 of the Exchange Act and expressly disclaim status as a "group" for purposes of this Schedule 13G.

**Item 5 Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6 Ownership of More than Five Percent on Behalf of Another Person**

If this statement is being filed to report the fact that as of the date hereof, the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable.

**Item 8 Identification and Classification of Members of the Group**

Not applicable.

**Item 9 Notice of Dissolution of Group**

Not applicable.

**Item 10 Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Rule 14a-11.



**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2022

OMEGA FUND IV, L.P.

BY: Omega Fund IV GP, L.P.  
ITS: GENERAL PARTNER

BY: Omega Fund IV GP Manager, Ltd.  
ITS: GENERAL PARTNER

By: /s/ Anne-Mari Paster  
Director

OMEGA FUND IV GP, L.P.

BY: Omega Fund IV GP Manager, Ltd.  
ITS: GENERAL PARTNER

By: /s/ Anne-Mari Paster  
Director

OMEGA FUND IV GP MANAGER, LTD.

By: /s/ Anne-Mari Paster  
Director

/s/ \* Anne-Mari Paster, as Attorney-in-Fact  
Otello Stampacchia

/s/ Anne-Mari Paster  
Anne-Mari Paster

**Exhibit(s):**

Exhibit 99.1: [Joint Filing Statement \(incorporated herein by reference to Exhibit 99.1 to the Schedule 13G filed on February 13, 2019\).](#)