

**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): **September 19, 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<br>Symbol(s) | Name of each exchange on which registered                    |
|---|----------------------|--|
| Common Stock, par value \$0.001 per share | REPL                 | The Nasdaq Stock Market LLC<br>(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 September 19, 2023, Replimune Group, Inc. (“Replimune”) announced the appointment of Emily Hill as its Chief Financial Officer. In connection with her appointment as Replimune’s Chief Financial Officer, Replimune and Ms. Hill entered into an employment agreement dated as of August 31, 2023 (the “Employment Agreement”), with an effective date of September 18, 2023 (the “Effective Date”). Beginning on the Effective Date, Ms. Hill will receive an initial annual base salary of \$495,000 and will be eligible for an annual discretionary bonus based upon the attainment of certain individual and corporate performance goals established and approved by Replimune. The target amount of Ms. Hill’s annual discretionary bonus is 40% of her annualized base salary.

Pursuant to her Employment Agreement, Replimune granted to Ms. Hill a nonqualified stock option to purchase up to 125,000 shares of Replimune’s common stock, \$0.001 par value per share (“Common Stock”), at an exercise price per share equal to \$18.00, the closing price per share of Common Stock on the Nasdaq Global Select Market on the Effective Date. The option will vest and become exercisable over four years, with 25% vesting and becoming exercisable on the first anniversary of the Effective Date and the remainder vesting and becoming exercisable monthly for three years thereafter. In addition, Replimune granted to Ms. Hill restricted stock units representing a right to receive 83,330 shares of Common Stock, which restricted stock units will vest over a period of four years, with 25% vesting on August 15, 2024 and the remainder vesting in three annual installments thereafter. The Employment Agreement also provides for customary terms of benefits afforded to Ms. Hill, including the ability to participate in various group insurance plans, reimbursement for necessary and reasonable business expenses and paid time off. The foregoing options and restricted stock units were granted outside of Replimune’s 2018 Omnibus Incentive Compensation Plan but will have terms and conditions consistent with those set forth in that plan.

If Ms. Hill’s employment is terminated by Replimune without Cause or by Ms. Hill for Good Reason, and provided that Ms. Hill delivers an effective release of claims in favor of Replimune and all related parties (“Release”), Ms. Hill will be entitled to receive: (i) an amount equal to her annual base salary, with payment made in installments over a 12-month period following termination in accordance with Replimune’s normal payroll practices, and (ii) a reimbursement on a monthly basis following the termination date for the COBRA premiums that she pays for continued health coverage under Replimune’s health plan for herself and her dependents for the earlier of the (x) 12-month period following the termination date, (y) the date she becomes eligible for group health insurance through a subsequent employer, and (z) the date she ceases to be eligible for COBRA premiums (such amount, the “COBRA Reimbursements”). Additionally, in the event that Ms. Hill’s employment is terminated by Replimune without Cause or by Ms. Hill for Good Reason on or within one year following a Change of Control, provided that Ms. Hill delivers an effective Release, Ms. Hill will be entitled to receive (a) an amount equal to her annual base salary, plus her target annual discretionary bonus for the year of termination, with payment made in installments over the 12-month period following the termination date in accordance with Replimune’s normal payroll practices, and (b) the COBRA Reimbursements. Further, the Employment Agreement provides that, in the event that Ms. Hill becomes entitled to receive payments that constitute “excess parachute payments” within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended, the aggregate present value of such payments will be reduced only if such reduction will provide Ms. Hill with a greater net after-tax benefit than would no reduction.

Pursuant to the Employment Agreement, Ms. Hill is subject to customary non-competition and non-solicitation covenants during the term of her employment and for a period of one year thereafter. Ms. Hill is also subject to customary confidentiality restrictions.

The foregoing summary of the Employment Agreement is qualified in its entirety by the full text of the Employment Agreement, which Replimune intends to file as an exhibit to its quarterly report on Form 10-Q for the quarter ended September 30, 2023. Capitalized terms used above without definition have the meanings given to such terms in the Employment Agreement.

Ms. Hill, age 43, has served as Chief Financial Officer at PTC Therapeutics, Inc. since June 2019, and previously held various positions of increasing responsibility at PTC Therapeutics, Inc. since 2013. Previously, Ms. Hill was Director of Investor Relations at Warner Chilcott, Senior Manager of Investor Relations at Genzyme Corporation, and Biotech Equity Research Associate at Summer Street Partners. Ms. Hill obtained her MBA with a concentration in Finance from Fordham University in 2011, her Master of Science in Pharmacology from Tufts University School of Biomedical Research in 2006, and her B.A. in Chinese and Biology from Hamilton College in 2002.

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There are no family relationships between Ms. Hill and any director, executive officer or person nominated or chosen by Replimune to become a director or executive officer of Replimune within the meaning of Item 401(d) of Regulation S-K under the Securities Act of 1933, as amended (“Regulation S-K”). Since the beginning of Replimune’s last fiscal year, Replimune has not engaged in any transaction in which Ms. Hill had a direct or indirect material interest within the meaning of Item 404(a) of Regulation S-K.

**Item 7.01 Regulation FD Disclosure.**

On September 19, 2023, Replimune issued a news release announcing its hiring of Ms. Hill as Replimune’s Chief Financial Officer. A copy of the news 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 Replimune, 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.**

| <u>Exhibit No.</u>   | <u>Description</u>  |
|----------------------|---|
| <a href="#">99.1</a> | <a href="#">News Release dated September 19, 2023</a>       |
| 104                  | Cover page interactive data file (formatted as Inline XBRL) |

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**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: September 19, 2023

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

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**Replimune Announces Appointment of Emily Hill as Chief Financial Officer**

**Woburn, MA, September 19, 2023** – Replimune Group, Inc. (NASDAQ: REPL), a clinical stage biotechnology company pioneering the development of a novel portfolio of oncolytic immunotherapies, today announced the appointment of Emily Hill as Chief Financial Officer. Ms. Hill was most recently CFO of the commercial stage biotech company PTC Therapeutics and has more than 15 years of experience in the biotechnology and life sciences industry having held senior financial management and investor relations roles at several leading public biotechnology and pharmaceutical companies.

“Emily brings a wealth of financial planning and strategy experience to Replimune that will be impactful as we look to transition to a commercial stage company,” said Philip Astley-Sparke, CEO of Replimune. “On behalf of the leadership team at Replimune, I would like to welcome Emily to the Company and we all look forward to working with her to realize our ambition of building a major skin cancer franchise.”

“Replimune is on the cusp of major value inflection points with data from two potentially registrational trials anticipated in the coming months,” commented Ms. Hill. “I’m looking forward to applying my expertise and experience to help Replimune continue its growth and make the transition from a clinical to commercial stage company.”

Prior to joining Replimune, Emily held numerous positions at PTC Therapeutics where she headed up Investor Relations before becoming the Company’s Chief Financial Officer. Emily was heavily involved in PTC’s evolution from a development stage company to a five product company generating revenues approaching \$1billion. Prior to PTC Therapeutics, Emily was Director of Investor Relations at Warner Chilcott where she was responsible for leading the function until the Company was acquired by Actavis for approximately \$8.5 billion. Additionally, Ms. Hill was Senior Manager of Investor Relations at Genzyme Corporation. Prior to Genzyme, Emily was a Biotech Equity Research Associate at Summer Street Partners. Ms. Hill has an MBA with a concentration in Finance from Fordham University, a Masters of Science in Pharmacology from Tufts University School of Biomedical Research, and a BA from Hamilton College.

**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 oncolytic immunotherapies. Replimune’s proprietary RPx platform is based on a potent HSV-1 backbone with added payloads intended to maximize immunogenic cell death and the induction of a systemic anti-tumor immune response. The RPx platform is intended to provide a unique dual local and systemic mechanism of action consisting of direct selective virus-mediated killing of the tumor resulting in the release of tumor derived antigens and altering of the tumor microenvironment 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](http://www.replimune.com).

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## **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.

### **Investor Inquiries**

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### **Media Inquiries**

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