SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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*

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

2. Issuer Name and Ticker or Trading Symbol

Replimune Group, Inc. [REPL]

Rhodes Jase	on P		Replimune Gr	<u>oup,</u>	Inc.	[REPL]		(Check all applicable) X Director 10% Owner Officer (give title Other (specify below) below)					
(Last) 18 COMMER	(First) CE WAY	(Middle)	3. Date of Earliest Tr 12/10/2020	ansactio	on (Mo	onth/Day/Yea							
(Street) WOBURN (City)	MA (State)	01801 (Zip)	4. If Amendment, Da	ite of Or	iginal	Filed (Month/	Lin	 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 					
		Table I - Non-Derivat	tive Securities A	cquir	ed, I	Disposed	of, or	Beneficia	Ily Owned				
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea	ar) 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code 8)		4. Securities Disposed O	f (D) (Ins	ed (A) or tr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature o Indirect Beneficial Ownership (Instr. 4)		
				Code V		Amount (A) or (D) Price		Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	<u>.</u>	12/10/2020)	S ⁽¹⁾		12,691	D	\$42.68(2)	2,371,734	I	See Footnote		
Common Stock	2	12/10/2020)	S ⁽¹⁾		8,666	D	\$43.48(4)	2,363,068	I	See Footnote		
Common Stock	5	12/10/2020)	S ⁽¹⁾		2,653	D	\$44.35(5)	2,360,415	I	See Footnote		
Common Stock	ç	12/10/2020)	S ⁽¹⁾		4,389	D	\$42.68(2)	988,942	I	See Footnote		
Common Stock	[12/10/2020)	S ⁽¹⁾		2,996	D	\$43.48(4)	985,946	Ι	See Footnote		
Common Stock	5	12/10/2020)	S ⁽¹⁾		917	D	\$44.35(5)	985,029	Ι	See Footnote		
Common Stock	5	12/10/2020)	S ⁽¹⁾		1,099	D	\$42.68(2)	28,649	I	See Footnote		
Common Stock	5	12/10/2020)	S ⁽¹⁾		750	D	\$43.48(4)	27,899	I	See Footnote		
Common Stock	[12/10/2020)	S ⁽¹⁾		230	D	\$44.35(5)	27,669	Ι	See Footnote		
Common Stock	ç	12/11/2020)	S ⁽¹⁾		19,712	D	\$43.32(8)	2,340,703	I	See Footnote		
Common Stock	5	12/11/2020)	S ⁽¹⁾		2,374	D	\$43.92(9)	2,338,329	Ι	See Footnote		
Common Stock	[12/11/2020)	S ⁽¹⁾		6,817	D	\$43.32(8)	978,212	I	See Footnote		
Common Stock	2	12/11/2020)	S ⁽¹⁾		821	D	\$43.92 ⁽⁹⁾	977,391	I	See Footnote		
Common Stock	<u>.</u>	12/11/2020)	S ⁽¹⁾		1,707	D	\$43.32(8)	25,962	I	See Footnote		
Common Stock	<u>.</u>	12/11/2020)	S ⁽¹⁾		205	D	\$43.92 ⁽⁹⁾	25,757	I	See Footnote		
Common Stock		12/14/2020)	S ⁽¹⁾		2,776	D	\$42.69(10) 2,335,553	I	See Footnote		
Common Stock		12/14/2020)	S ⁽¹⁾		21,428	D	\$43.54(11) 2,314,125	I	See Footnote		
Common Stock	<u>.</u>	12/14/2020)	S ⁽¹⁾		2,087	D	\$44.06(12) 2,312,038	I	See Footnote		
Common Stock	c .	12/14/2020		S ⁽¹⁾		961	D	\$42.69(10	976,430	I	See		

Footnote⁽⁶⁾

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. Transa Code 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)	(1150. 4)	(1150. 4)		
Common Stock	12/14/2020		S ⁽¹⁾		7,409	D	\$43.54(11)	969,021	Ι	See Footnote ⁽⁶⁾		
Common Stock	12/14/2020		S ⁽¹⁾		722	D	\$44.06 ⁽¹²⁾	968,299	Ι	See Footnote ⁽⁶⁾		
Common Stock	12/14/2020		S ⁽¹⁾		240	D	\$42.69(10)	25,517	Ι	See Footnote ⁽⁷⁾		
Common Stock	12/14/2020		S ⁽¹⁾		1,855	D	\$ 43.54 ⁽¹¹⁾	23,662	Ι	See Footnote ⁽⁷⁾		
Common Stock	12/14/2020		S ⁽¹⁾		181	D	\$44.06 ⁽¹²⁾	23,481	Ι	See Footnote ⁽⁷⁾		

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. Transa Code (8)		of Deriv Secu Acqu (A) of Dispo of (D)	r osed) r. 3, 4		Expiration Date			xpiration Date Amount Month/Day/Year) Securiti Underly Derivati		Amount of Securities Security Underlying (Instr. 5) 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							

Explanation of Responses:

1. Shares were sold pursuant to a Rule 10b5-1 trading plan.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.15 to \$43.14 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (4), (5), (8), (9), (10), (11) and (12).

3. The shares are held directly by Atlas Venture Fund X, L.P. ("Atlas Venture Fund X"). The general partner of Atlas Venture Fund X is Atlas Venture Associates X, L.P. ("AVA X LP"). Atlas Venture Associates X, LLC ("AVA X LLC") is the general partner of AVA X LP. The Reporting Person is a member of AVA X LLC and disclaims beneficial ownership of such securities held by Atlas Venture Fund X, except to the extent of his pecuniary interest therein, if any.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.15 to \$44.11 inclusive.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.15 to \$44.46 inclusive.

6. The shares are held directly by Atlas Venture Opportunity Fund I, L.P. ("Atlas Venture Opportunity Fund I"). The general partner of Atlas Venture Opportunity Fund I is Atlas Venture Associates Opportunity I, L.P. ("AVAO I LP"). Atlas Venture Associates Opportunity I, LLC ("AVAO I LLC") is the general partner of AVAO I LP. The Reporting Person is a member of AVAO I LLC and disclaims beneficial ownership of such securities held by Atlas Venture Opportunity Fund I, except to the extent of his pecuniary interest therein, if any.

7. The shares are held directly by AVA X LP. The Reporting Person is a member of AVA X LLC and disclaims beneficial ownership of such securities held by AVA X LP, except to the extent of his pecuniary interest therein, if any,

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.72 to \$43.71 inclusive.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.725 to \$44.18 inclusive.

10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 to \$42.98 inclusive.

11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.99 inclusive.

12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.00 to \$44.13 inclusive.

Remarks:

/s/ Ommer Chohan, Attorney-12/14/2020 in-Fact

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.