

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Forbion Capital Fund III</u> <u>Cooperatief U.A.</u>	2. Date of Event Requiring Statement (Month/Day/Year) 07/19/2018	3. Issuer Name and Ticker or Trading Symbol <u>Replimune Group, Inc. [ REPL ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Last) (First) (Middle) <u>C/O FORBIOIN CAPITAL PARTNERS,</u> <u>GOOIMEER 2-35</u>			
(Street) <u>1411 DC</u> <u>NAARDEN P7</u>			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants (right to buy)	(1)	(1)	Common Stock	248,672	(1)	I	Footnote <sup>(2)</sup>
Series Seed Convertible Preferred Stock	(3)	(3)	Common Stock	994,688	(3)	I	Footnote <sup>(2)</sup>
Series A Convertible Preferred Stock	(3)	(3)	Common Stock	2,579,881	(3)	I	Footnote <sup>(2)</sup>
Series B Convertible Preferred Stock	(3)	(3)	Common Stock	1,013,547	(3)	I	Footnote <sup>(2)</sup>

## Explanation of Responses:

- Represents warrants to acquire shares of the Issuer's Series Seed Convertible Preferred Stock which will automatically convert into warrants to acquire shares of the Issuer's common stock immediately prior to the completion of the Issuer's initial public offering (the "IPO") on a 1-for-9.94688 basis without payment of consideration. The warrants have no expiration date.
- The securities are held directly by Forbion Capital Fund III Cooperatief U.A. ("Forbion Coop"). Forbion III Management B.V. ("Forbion Management") is the director of Forbion Coop and may be deemed to have voting, investment and dispositive power with respect to the shares held by Forbion Coop. Forbion Management disclaims Section 16 beneficial ownership of the shares held by Forbion Coop, except to the extent, if any, of its pecuniary interest therein.
- At any time at the Reporting Person's election or automatically upon the consummation of the IPO, each share of Series Seed Convertible Preferred Stock, Series A Convertible Preferred Stock, and Series B Convertible Preferred Stock is convertible into shares of the Issuer's common stock on a 1-for-9.94688 basis without payment of consideration. The Series Seed Convertible Preferred Stock, Series A Convertible Preferred Stock, and Series B Convertible Preferred Stock have no expiration date.

/s/ M.A. van Osch and H.A. Slootweg  
By M.A. van Osch  
and H.A. Slootweg as directors  
of Forbion III Management 07/19/2018  
B.V. director of Forbion  
Capital Fund III Cooperatief  
U.A.

\*\* 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 5 (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.