

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Replimune Group, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-2082553
(I.R.S. Employer
Identification Number)

**500 Unicorn Park Drive
Suite 303
Woburn, MA 01801**
(Address of Principal Executive Offices)

**Replimune Group, Inc. 2018 Omnibus Incentive Compensation Plan
Replimune Group, Inc. Employee Stock Purchase Plan
Replimune Group, Inc. Inducement Stock Option Award
Replimune Group, Inc. Inducement Restricted Stock Unit Award**
(Full Title of the Plans)

**Philip Astley-Sparke
Chief Executive Officer
500 Unicorn Park Drive
Suite 303
Woburn, MA 01801
(781) 222-9600**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

**Timothy J. Corbett
Benjamin J. Stein**
Morgan, Lewis & Bockius LLP
One Federal Street
Boston, MA 02110
(617) 341-7700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering (i) an additional 4,583,337 shares of common stock of Replimune Group, Inc. (the “Registrant”) to be issued pursuant to the Replimune Group, Inc. 2018 Omnibus Incentive Compensation Plan (the “2018 Plan”) pursuant to certain provisions of the 2018 Plan that provide for an automatic annual increase in the number of shares of common stock authorized for issuance under the 2018 Plan, (ii) an additional 1,145,833 shares of common stock of the Registrant to be issued pursuant to the Replimune Group, Inc. Employee Stock Purchase Plan (the “ESPP”) pursuant to certain provisions of the ESPP that provide for an automatic annual increase in the number of shares of common stock authorized for issuance under the ESPP, (iii) 82,500 shares of common stock of the Registrant, which may be issued pursuant to the inducement stock option award made to the Chief Commercial Officer of the Registrant, Christopher Sarchi, in accordance with the provisions set forth in that certain Employment Agreement by and between the Registrant and Mr. Sarchi, dated December 30, 2022 (the “Employment Agreement”), and the inducement grant exception under NASDAQ Listing Rule 5635(c)(4), and (iv) 55,000 shares of common stock of the Registrant, which may be issued pursuant to the inducement restricted stock unit award made to Mr. Sarchi in accordance with the provisions set forth in the Employment Agreement and the inducement grant exception under NASDAQ Listing Rule 5635(c)(4).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information required in Part I of this Registration Statement have been or will be sent or given to the participating employee as specified in Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”), in accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”). Such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated herein by reference:

- [The Registrant’s Annual Report on Form 10-K for the fiscal year ended March 31, 2023 filed with the Commission on May 18, 2023 \(the “Annual Report”\); and](#)
- The description of the Registrant’s common stock contained in the Registrant’s Registration Statement on [Form 8-A filed with the Commission on July 17, 2018](#), as updated by “Description of the Registrant’s Securities Registered Pursuant to Section 12 of the Securities and Exchange Act of 1934” as filed as Exhibit 4.3 to the Annual Report, and any amendment or report filed for the purposes of updating such description.

All reports and other documents filed by the Registrant after the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Names Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (“DGCL”) authorizes a corporation’s board of directors to grant, and authorizes a court to award, indemnity to officers, directors and other corporate agents.

As permitted by Delaware law, our third amended and restated certificate of incorporation provides that, to the fullest extent permitted by Delaware law, no director will be personally liable to us or our investors for monetary damages for breach of fiduciary duty as a director. Pursuant to Delaware law, such protection would not be available for liability:

- for any breach of a duty of loyalty to us or our investors;
- for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- for any transaction from which the director derived an improper benefit; or
- for an act or omission for which the liability of a director is expressly provided by an applicable statute, including unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the DGCL.

Our third amended and restated certificate of incorporation also provides that if Delaware law is amended after the approval by our investors of the amended and restated certificate of incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of our directors will be eliminated or limited to the fullest extent permitted by Delaware law.

Our amended and restated bylaws further provide that we must indemnify our directors and officers to the fullest extent permitted by Delaware law. Our amended and restated bylaws also authorize us to indemnify any of our employees or agents and permit us to secure insurance on behalf of any officer, director, employee or agent for any liability arising out of his or her action in that capacity, whether or not Delaware law would otherwise permit indemnification.

In addition, our amended and restated bylaws provide that we are required to advance expenses to our directors and officers as incurred in connection with legal proceedings against them for which they may be indemnified and that the rights conferred in the amended and restated bylaws are not exclusive.

We have entered into indemnification agreements with each of our directors and executive officers. These agreements, among other things, would require us to indemnify each director and officer to the fullest extent permitted by Delaware law, our third amended and restated certificate of incorporation and our amended and restated bylaws, for expenses such as, among other things, attorneys’ fees, judgments, fines and settlement amounts incurred by the director or executive officer in any action or proceeding, including any action by or in our right, arising out of the person’s services as our director or executive officer or as the director or executive officer of any subsidiary of ours or any other company or enterprise to which the person provides services at our request. We have obtained and intend to maintain directors’ and officers’ liability insurance.

The Commission has taken the position that personal liability of directors for violation of the federal securities laws cannot be limited and that indemnification by us for any such violation is unenforceable. The limitation of liability and indemnification provisions in our third amended and restated certificate of incorporation and amended and restated bylaws, may discourage stockholders from bringing a lawsuit against our directors and officers for breach of their fiduciary duty. They may also reduce the likelihood of derivative litigation against our directors and officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder’s investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against directors and officers as required by these indemnification provisions.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits to this registration statement are listed in the below Exhibit Index and are incorporated by reference herein.

Exhibit Index

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
4.1	Third Amended and Restated Certificate of Incorporation of the Registrant (conformed to include the Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation filed on September 9, 2019).	10-K	June 3, 2020	3.1	
4.2	Amended and Restated By-laws of the Registrant.	8-K	July 24, 2018	3.2	
4.3	Form of Common Stock Certificate of the Registrant.	S-1/A	July 10, 2018	4.1	
5.1	Opinion of Morgan, Lewis & Bockius LLP.				<input checked="" type="checkbox"/>
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.				<input checked="" type="checkbox"/>
23.2	Consent of Morgan, Lewis & Bockius LLP. Reference is made to Exhibit 5.1.				<input checked="" type="checkbox"/>
24.1	Power of Attorney. Reference is made to the signature page hereto.				<input checked="" type="checkbox"/>
99.1	Stock Option Grant Agreement, effective as of December 30, 2022, by and between Christopher Sarchi and the Registrant.	10-K	May 18, 2023	10.32	
99.2	Restricted Stock Unit Grant Agreement, effective as of December 30, 2022, by and between Christopher Sarchi and the Registrant.	10-K	May 18, 2023	10.33	
107	Filing Fee Table				<input checked="" type="checkbox"/>

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in such Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the town of Woburn, Commonwealth of Massachusetts on May 18, 2023.

REPLIMUNE GROUP, INC.

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Philip Astley-Sparke and Shawn Glidden, and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorneys-in-fact and agents to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Philip Astley-Sparke</u> Philip Astley-Sparke	Chief Executive Officer and Director (Principal Executive and Financial Officer)	May 18, 2023
<u>/s/ Jean Franchi</u> Jean Franchi	Chief Financial Officer	May 18, 2023
<u>/s/ Andrew Schwendenman</u> Andrew Schwendenman	Chief Accounting Officer (Principal Accounting Officer)	May 18, 2023
<u>/s/ Robert Coffin</u> Robert Coffin	President and Chief Research & Development Officer and Director	May 18, 2023
<u>/s/ Kapil Dhingra</u> Kapil Dhingra	Director	May 18, 2023
<u>/s/ Hyam Levitsky</u> Hyam Levitsky	Director	May 18, 2023
<u>/s/ Paolo Pucci</u> Paolo Pucci	Director	May 18, 2023
<u>/s/ Christy Oliger</u> Christy Oliger	Director	May 18, 2023
<u>/s/ Joseph Slattery</u> Joseph Slattery	Director	May 18, 2023
<u>/s/ Sander Slootweg</u> Sander Slootweg	Director	May 18, 2023
<u>/s/ Dieter Weinand</u> Dieter Weinand	Director	May 18, 2023

May 18, 2023

Replimune Group, Inc.
500 Unicorn Park Drive
Suite 303
Woburn, MA 01801

Re: Replimune Group, Inc., Registration Statement on Form S-8 Filed on May 18, 2023

Ladies and Gentlemen:

We have acted as counsel to Replimune Group, Inc., a Delaware corporation (the "Company"), in connection with its filing of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), with the Securities and Exchange Commission (the "Commission") on the date hereof. The Registration Statement relates to the offer and sale of 5,866,670 shares (the "Shares") of the Company's common stock, par value \$0.001 per share ("Common Stock"), including (i) 4,583,337 shares of Common Stock issuable under the Company's 2018 Omnibus Incentive Compensation Plan (the "2018 Plan"), (ii) 1,145,833 shares of Common Stock issuable under the Company's Employee Stock Purchase Plan (the "ESPP" and, together with the 2018 Plan, the "Plans"), (iii) 82,500 shares of Common Stock issuable upon the vesting and exercise of a stock option award made to Christopher Sarchi as an inducement material to his entering into employment with the Company (the "Sarchi Option Agreement"), and (iv) the vesting of 55,000 shares of Common Stock issuable pursuant to a restricted stock unit award made to Christopher Sarchi as an inducement material to his entering into employment with the Company (the "Sarchi RSU Agreement").

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction, of (i) the Third Amended and Restated Certificate of Incorporation of the Company, as amended to date, (ii) the Amended and Restated Bylaws of the Company, as amended to date, (iii) certain resolutions of the Company's Board of Directors and the committees thereof relating to the Registration Statement, (iv) the Plans, (v) the Sarchi Option Agreement, (vi) the Sarchi RSU Agreement and (vii) such other documents, records and other instruments as we have deemed appropriate for purposes of the opinions set forth herein.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile, or photostatic copies, and the authenticity of the originals of all documents submitted to us as copies.

Subject to the foregoing and the other matters set forth herein, we are of the opinion, as of the date hereof, that the Shares have been duly authorized by the Company and, when issued by the Company in accordance with the provisions of the Plans, the Sarchi Option Agreement and the Sarchi RSU Agreement, as applicable, will be validly issued, fully paid, and non-assessable.

The opinions expressed herein are limited to the Federal laws of the United States and the Delaware General Corporation Law.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ MORGAN, LEWIS & BOCKIUS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Replimune Group, Inc. of our report dated May 18, 2023, relating to the financial statements, which appears in Replimune Group, Inc.'s Annual Report on Form 10-K for the year ended March 31, 2023.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
May 18, 2023

CALCULATION OF REGISTRATION FEE

Form S-8
(Form Type)Replimune Group, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1—Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	4,583,337(2)	\$19.25(3)	\$88,229,237.25(3)	\$110.20 per \$1,000,000	\$9,722.86(3)
Equity	Common Stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	1,145,833(4)	\$16.36(5)	\$18,745,827.88(5)	\$110.20 per \$1,000,000	\$2,065.79(5)
Equity	Common Stock, \$0.001 par value per share	Rule 457(h)	82,500(6)	\$27.20(7)	\$2,244,000.00(7)	\$110.20 per \$1,000,000	\$247.29(7)
Equity	Common Stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	55,000(8)	\$19.25(3)	\$1,058,750.00(3)	\$110.20 per \$1,000,000	\$116.67(3)
Total Offering Amounts					\$110,277,815.13		\$12,152.62
Total Fee Offsets							—
Net Fee Due							\$12,152.62

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of the Registrant’s common stock, \$0.001 par value per share (“Common Stock”), that become issuable under the above named plans by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of Common Stock.
- (2) Represents additional shares of Common Stock authorized for issuance under the Replimune Group, Inc. 2018 Omnibus Incentive Compensation Plan (the “2018 Plan”) pursuant to certain provisions of the 2018 Plan that provide for an automatic annual increase in the number of shares of Common Stock authorized for issuance under the 2018 Plan.
- (3) Estimated in accordance with Rule 457(c) and Rule 457(h) promulgated under the Securities Act solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Select Market on May 15, 2023.
- (4) Represents additional shares of Common Stock authorized for issuance under the Replimune Group, Inc. Employee Stock Purchase Plan (the “ESPP”) pursuant to certain provisions of the ESPP that provide for an automatic annual increase in the number of shares of Common Stock authorized for issuance under the ESPP.
- (5) Estimated in accordance with Rule 457(c) and Rule 457(h) promulgated under the Securities Act solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Select Market on May 15, 2023, multiplied by 85%, which is the percentage of the price per share applicable to purchases under the ESPP.
- (6) Represents the maximum number of shares of Common Stock issuable pursuant to the inducement stock option award made to the Chief Commercial Officer of the Registrant, Christopher Sarchi, in accordance with the provisions set forth in that certain Employment Agreement by and between the Registrant and Mr. Sarchi, dated December 30, 2022 (the “Employment Agreement”) and the inducement grant exception under NASDAQ Listing Rule 5635(c)(4).

- (7) Estimated in accordance with Rule 457(h) promulgated under the Securities Act solely for the purpose of calculating the registration fee based upon the exercise price of the options outstanding under the inducement stock option award to Mr. Sarchi.
 - (8) Represents the maximum number of shares of Common Stock issuable pursuant to the inducement restricted stock unit award made to Mr. Sarchi in accordance with the Employment Agreement and the inducement grant exception under NASDAQ Listing Rule 5635(c)(4).
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