SEC Form 4
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Instruction 1(b).

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287							
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STATEMENT	OF	<b>CHANGES II</b>	<b>N BENEFICIAL</b>	OWNERSHIP
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(b) of the Investment Company Act of 1940

			of Section So(n) of the investment Company Act of 1940						
1. Name and Address of Reporting Person <sup>*</sup> Coffin Robert		g Person <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>Replimune Group, Inc.</b> [REPL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				X	Director	10% Owner			
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)	- x	Officer (give title below)	Other (specify below)			
C/O REPLIMUNE GROUP, INC.		INC.	06/28/2021		President & Chief R&D Officer				
500 UNICOR	N PARK								
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fili	ing (Check Applicable			
WOBURN	МА	01801		X	Form filed by One Re	porting Person			
					Form filed by More th Person	an One Reporting			
(City)	(State)	(Zip)							

## 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)	Transaction Di Code (Instr.		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
			Code V		Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	06/28/2021		<b>S</b> <sup>(1)</sup>		14,663	D	\$40.04(2)	1,806,320	D	
Common Stock	06/29/2021		<b>S</b> <sup>(1)</sup>		22,826	D	\$40.05 <sup>(3)</sup>	1,783,494 <sup>(4)</sup>	D	

## 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)		i of i		6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of 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. The sales reported on this Form 4 were made by the reporting person pursuant to a trading plan adopted on November 16, 2020 that is intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.

2. The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.15. The reporting person will provide to the Issuer, any security holder of the Issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

3. The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.21. The reporting person will provide to the Issuer, any security holder of the Issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

4. Following the sales reported on this Form 4, the reporting person continues to beneficially own 1,783,494 shares of the Issuer's common stock. The reporting person also holds options to acquire 1,092,899 shares of the Issuer's common stock, 635,306 of which are exercisable as of the date hereof.

/s/ Jean Franchi, attorney-in-

fact

06/30/2021

\*\* 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.