

OMB APPROVAL	
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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

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* <u>Esposito Pamela</u> (Last) (First) (Middle) C/O REPLIMUNE GROUP, INC., 500 UNICORN PARK (Street) WOBURN MA 01801 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Replimune Group, Inc. [REPL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Chief Business Officer <input type="checkbox"/> Other (specify below) <input type="checkbox"/>
	3. Date of Earliest Transaction (Month/Day/Year) 01/14/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year) 01/19/2021		

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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	01/14/2021		M		20,000	A	\$1.01	195,994	D	
Common Stock	01/14/2021		S ⁽¹⁾		20,000	D	\$45.02	175,994	D	
Common Stock	01/15/2021		M		29,273	A	\$1.01	205,267	D	
Common Stock	01/15/2021		S ⁽¹⁾		29,273	D	\$43.58	175,994	D	
Common Stock	01/19/2021		M		5,727	A	\$1.01	181,721	D	
Common Stock	01/19/2021		S ⁽¹⁾		600	D	\$43.24 ⁽²⁾	181,121	D	
Common Stock	01/19/2021		S ⁽¹⁾		5,127	D	\$42.38 ⁽³⁾	175,994 ⁽⁴⁾	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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
Employee Stock Option (right to buy)	\$1.01	01/14/2021		M			20,000	(5)	11/01/2025	Common Stock	20,000	\$0	108,203	D	
Employee Stock Option (right to buy)	\$1.01	01/15/2021		M			29,273	(5)	11/01/2025	Common Stock	29,273	\$0	78,930	D	
Employee Stock Option (right to buy)	\$1.01	01/19/2021		M			5,727	(5)	11/01/2025	Common Stock	5,727	\$0	73,203	D	

Explanation of Responses:

- The sales reported on this Form 4 were made by the reporting person pursuant to a trading plan adopted on December 14, 2020 that is intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended.
- The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.88 to \$43.86. 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.
- The price reported reflects a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 to \$42.76. 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.
- Following the sales reported on this Form 4, the reporting person continues to beneficially own 175,994 shares of the Issuer's common stock. The reporting person also holds options to acquire an aggregate of 458,852 shares of the Issuer's common stock, 284,936 of which are exercisable as of the date hereof. The original Form 4 filed on January 19, 2021 is being amended by this Form 4 solely to correct an administrative error, which misreported the total number of options held by the reporting person and the amount exercisable as of January 19, 2021.
- The reporting person was granted an option to purchase 149,203 shares of the Issuer's common stock on November 1, 2015. All of the shares underlying such stock option have vested and are exercisable as of the date hereof.

/s/ Jean Franchi, attorney-in-fact 07/19/2021

** 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.