

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

OMB APPROVAL	
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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>Salinas Eliseo Oreste</u> (Last) (First) (Middle) ONE COMMERCE SQUARE 2005 MARKET STREET, 39TH FLOOR (Street) PHILADELPHIA PA 19103 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Passage BIO, Inc. [PASG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Res. & Develop Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/22/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	Amount or Number of Shares				
Employee Stock Option (Right to buy)	\$18.85	03/22/2021		A		275,000		(1)	03/22/2031	Common Stock	275,000	\$0.00	275,000	D	
Restricted Stock Unit (RSU)	(2)	03/22/2021		A		40,000		(3)	(3)	Common Stock	40,000	\$0.00	40,000	D	
Restricted Stock Unit (RSU)	(2)	03/22/2021		A		60,000		(4)	(4)	Common Stock	60,000	\$0.00	60,000	D	

Explanation of Responses:

- The option vests as to 25% of the total shares on March 22, 2022, and then 2.0833% of the total shares vest monthly thereafter, with 100% of the total shares vested on March 22, 2025, subject to the reporting person's provision of service to the issuer on each vesting date.
- Each restricted stock award ("RSU") represents a contingent right to receive 1 share of the Issuer's Common Stock upon settlement for no consideration.
- The RSUs shall vest as to 33.33% of the total shares each on June 15, 2021, September 15, 2021 and December 15, 2021, subject to the Reporting Person's continued service to the Issuer on each vesting date.
- 1/4 of the RSUs will vest on June 15, 2022, and the remainder will vest as to 1/4 of the total award in annual installments thereafter, subject to the Reporting Person's continued service to the Issuer on each vesting date.

Remarks:

/s/ Edgar Cale, Attorney-in-Fact 03/29/2021

** 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.