

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>Ratcliffe Liam</u> (Last) (First) (Middle) TWO COMMERCE SQUARE 200 MARKET STREET, 28TH 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 03/03/2020	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	03/03/2020		C		2,066,630	A	(1)	2,066,630	I	By AI Passage LLC ⁽²⁾
Common Stock	03/03/2020		P		550,000	A	\$18	2,616,630	I	By AI Passage LLC ⁽²⁾
Common Stock	03/03/2020		P		2,800	A	\$18	2,800	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
Series B Preferred Stock	(1)	03/03/2020		C			2,066,630	(1)	(1)	Common Stock	2,066,630	\$0.00	0	I	By AI Passage LLC ⁽²⁾

Explanation of Responses:

- Each share of the issuer's Series B Preferred Stock automatically converted into one (1) share of the issuer's Common Stock immediately upon the closing of the issuer's initial public offering on March 3, 2020.
- The reported shares are held indirectly by a limited liability company of which the Reporting Person is the holder of units that are treated as profits interest units. The units owned by the Reporting Person do not convey a right to vote or dispose of the shares of the issuer's Common Stock. The Reporting Person disclaims beneficial ownership of all shares held by AI Passage LLC and this report shall not be deemed an admission of beneficial ownership of such shares for the purposes of Section 16 or for any other purpose except to the extent of his pecuniary interest therein. The reported shares were erroneously excluded from the Reporting Person's original Form 4 due to an administrative error.

Remarks:

/s/ Richard Morris as attorney-in-fact for Liam Ratcliffe 03/13/2020

** 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.