

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 28, 2025

PASSAGE BIO, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39231
(Commission
File Number)

82-2729751
(IRS Employer
Identification No.)

One Commerce Square
2005 Market Street, 39th Floor
Philadelphia, PA
(Address of principal executive offices)

19103
(Zip Code)

(267) 866-0311
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 Par Value Per Share	PASG	The Nasdaq Stock Market LLC (Nasdaq Capital Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 8.01 Other Events

On July 28, 2025, Passage Bio, Inc. (the “*Company*”) received notice from the Listing Qualifications staff (the “*Staff*”) of the Nasdaq Stock Market LLC (“*Nasdaq*”) confirming that the Company has regained compliance with Nasdaq Listing Rule 5450(a)(1). As of July 28, 2025, the closing bid price of the Company’s common stock had been at least \$1.00 per share for at least 10 consecutive business days, and the Company satisfies all other applicable criteria for continued listing on the Nasdaq Capital Market. As a result of this determination, the listing matter is now closed.

As previously disclosed, on August 1, 2024, the Company received notice from the Staff of Nasdaq that, because the closing bid price for the Company’s common stock had fallen below \$1.00 per share for 30 consecutive business days, the Company no longer complied with the minimum bid price requirement for continued listing on the Nasdaq Global Select Market under Nasdaq Listing Rule 5450(a)(1).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PASSAGE BIO, INC.

Date: July 29, 2025

By: /s/ Kathleen Borthwick
Kathleen Borthwick
Chief Financial Officer