



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

February 26, 2020

Bruce Goldsmith, Ph.D.  
Chief Executive Officer  
Passage Bio, Inc.  
Two Commerce Square  
2001 Market Street, 28th Floor  
Philadelphia, PA 19103

**Re:    Passage Bio, Inc.  
      Registration Statement on Form S-1  
      Exhibit No. 10.6  
      Filed February 3, 2020  
      File No. 333-236214**

Dear Dr. Goldsmith:

We have concluded our assessment of your redacted exhibit for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance