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): November 12, 2026

PASSAGE BIO, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-39231**	**82-2729751**
(State or other jurisdiction of incorporation or organization)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**
Address Not Applicable[1]		**ZIP Code Not Applicable**
(Address of principal executive offices)		**(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. ☐

[1] We are a remote-only company. Accordingly, we do not maintain a headquarters. For purposes of compliance with applicable requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, any stockholder communication required to be sent to our principal executive offices may be directed to P.O. Box 7, Hopewell, New Jersey 08525.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 12, 2026, Passage Bio, Inc. ("**Passage Bio**" or the "**Company**") received a letter (the "**Letter**") from the Listing Qualifications Department of The Nasdaq Stock Market LLC ("**Nasdaq**") notifying it that the Company was not in compliance with Nasdaq Listing Rule 5550(b)(1), which requires companies listed on the Nasdaq Capital Market to maintain a minimum of $2,500,000 in stockholders' equity for continued listing. In its Quarterly Report on Form 10-Q for the quarter ended September 30, 2026, Passage Bio reported stockholders' equity of $50,000, and, as of November 12, 2026, Passage Bio did not meet the alternatives of market value of listed securities or net income from continuing operations. As a result, Passage Bio did not satisfy Nasdaq Listing Rule 5550(b)(1) as of the date of the Letter.

Passage Bio expects to complete its previously announced mergers with Remix Therapeutics, Inc., a Delaware corporation ("**Remix**"), in accordance with the terms of the Amended and Restated Agreement and Plan of Merger, dated September 2, 2026, as amended on October 5, 2026, by and among Passage Bio, Peregrine Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Passage Bio ("**Merger Sub**"), Peregrine Merger Sub II, LLC, a Delaware limited liability company and wholly owned subsidiary of Passage Bio ("**Merger Sub II**"), and Remix, providing for the merger of Merger Sub with and into Remix, with Remix surviving as a wholly owned subsidiary of Passage Bio (the "**First Merger**"), and the subsequent merger of the surviving entity of the First Merger with and into Merger Sub II, with Merger Sub II surviving as a wholly owned subsidiary of Passage Bio (together with the First Merger, the "**Mergers**"). The Mergers are expected to close as promptly as practicable following the satisfaction or waiver of the remaining closing conditions, including approval of the listing of the combined company's common stock on Nasdaq. Upon the closing, Passage Bio expects to change its name from "Passage Bio, Inc." to "Remix Therapeutics, Inc."

The Company believes that, upon the completion of the Mergers and the transactions contemplated therewith, it will have regained compliance with the Nasdaq Capital Market's minimum stockholders' equity requirement. For more information related to the Mergers and the transactions contemplated therewith, please see the Company's registration statement on Form S-4, filed with the U.S. Securities and Exchange Commission (the "**SEC**") on July 21, 2026, most recently amended on October 8, 2026 and declared effective by the SEC on October 9, 2026, including the documents and filings incorporated by reference therein.

The Letter has no immediate effect on the listing of the Company's common stock, which will continue to trade on the Nasdaq Capital Market. Following the closing of the Mergers, the Company's common stock is expected to begin trading on Nasdaq under the symbol "RMTX." If the Mergers are not completed within the period provided under the Nasdaq Listing Rules, the Company intends to submit a plan to regain compliance.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the expected timing of the completion of the Mergers, the expected change of the Company's name and trading symbol, and the Company's ability to regain compliance with Nasdaq Listing Rule 5550(b)(1). These statements are subject to risks and uncertainties, including the risk that the conditions to the closing of the Mergers, including approval of the listing of the combined company's common stock on Nasdaq, are not satisfied on the anticipated timeline or at all, and the other risks described in the Company's filings with the SEC, including the registration statement on Form S-4 referenced above and the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2026. Actual results may differ materially from those indicated by these forward-looking statements. The Company undertakes no obligation to update any forward-looking statement, except as required by law.

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.

Date: November 18, 2026

PASSAGE BIO, INC.
By: /s/ Kathleen Borthwick
Name: Kathleen Borthwick
Title: Chief Financial Officer