

**APTORUM GROUP LIMITED**  
17<sup>th</sup> Floor, Guangdong Investment Tower  
148 Connaught Road Central  
Hong Kong

October 21, 2019

**VIA EDGAR**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Healthcare & Insurance  
100 F Street, N.E.  
Mail Stop 4631  
Washington, DC 20549

**Re: Aptorum Group Ltd.  
Amendment No. 3 to Registration Statement on Form F-1  
Filed October 16, 2019  
File No. 333-232510**

Dear Sir and Madam:

Aptorum Group Limited (the “**Company**,” “**Aptorum**,” “**we**,” “**us**” or “**our**”) hereby transmits its response to the verbal comments our counsel, Louis Taubman, received from the staff (the “**Staff**”) of the Securities and Exchange Commission (the “**Commission**”), on October 17, 2019, regarding our Registration Statement on Form F-1 previously submitted on July 2, 2019 and amended on August 16, 2019, September 27, 2019 and October 16, 2019 (the “**Registration Statement**”). For ease of reference, we have written our understanding of the Commission’s comments in this response and provided our response thereto. An amended F-1 submitted publicly accompanying this Response Letter is referred to as Form F-1.

1. Please revise the registration statement to remove the following paragraph from the Explanatory Note (the “Issue Paragraph”):

“No additional securities are being registered under this Amendment No.3. All applicable registration fees were paid at the time of the original filing of the Registration Statement. This Amendment No. 3 does not reflect events that may have occurred after the filing of Amendment No. 2 to the Registration Statement, nor does it modify or update those disclosures present therein, except with regard to the modification described in this Explanatory Note. As such, this Amendment No. 3 continues to speak as of September 27, 2019. Accordingly, this Amendment No. 3 should be read in conjunction with the original filing of the Registration Statement and the amendments filed thereto.”

Response: Although we removed the Issue Paragraph, we did maintain the first two sentences of such paragraph (“No additional securities are being registered under this Amendment No.4. All applicable registration fees were paid at the time of the original filing of the Registration Statement.”) because we believe they are relevant and required in registration statements.

We would also like to confirm that the prospectus is up to date as of the date of filing.

We thank the Staff for your review of the foregoing. If you have further comments, we ask that you forward them by electronic mail to our counsel, Louis Taubman at ltaubman@htflawyers.com or by telephone at (917) 512-0827.

/s/ Ian Huen

---

Ian Huen  
CEO

cc: Louis Taubman  
Hunter Taubman Fischer& Li LLC