

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM F-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

APTORUM GROUP LIMITED
(Exact Name of Registrant as Specified in its Charter)

Cayman Islands

*(State or Other Jurisdiction of
Incorporation or Organization)*

2834

*(Primary Standard Industrial
Classification Code Number)*

Not Applicable

*(I.R.S. Employer
Identification No.)*

17 Hanover Square
London W1S 1BN, United Kingdom
Telephone: +44 20 80929299

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Copies to:

Louis Taubman, Esq.
Hunter Taubman Fischer & Li LLC
1450 Broadway, 26th Floor
New York, NY 10018
Tel: 917.512.0827
Fax: 212.202.6380

Robert F. Charron
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, NY 10105-0302
Tel: (212) 370-1300

Approximate date of commencement of proposed sale to the public: As soon as practicable after effectiveness of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-248743)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price⁽¹⁾⁽²⁾	Amount of Registration Fee
Class A Ordinary Shares, par value \$1.00 per share	3,000,000	389.40
Warrants to purchase Class A Ordinary Shares	-	-(3)
Class A Ordinary Shares issuable upon exercise of Warrants	3,000,000	389.40
Pre-funded warrants to purchase Class A Ordinary Shares	(4)	-
Class A Ordinary Shares issuable upon exercise of the pre-funded warrants	(4)	-
Placement Agent warrants ⁽⁵⁾	-	-(3)
Class A Ordinary Shares issuable upon exercise of the Placement Agent warrants ⁽⁵⁾	262,500	34.07
Total	\$ 6,262,500	\$ 812.87

- (1) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended. Aptorum Group Limited previously registered securities with a proposed maximum aggregate offering price of \$31,312,500 on a Registration Statement on Form F-1 (File No. 333-248743), as amended (the "Related Registration Statement"), and paid a registration fee of \$4,065.00. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the remaining securities eligible to be sold under the Related Registration Statement is hereby registered
- (2) In accordance with Rule 416(a), the Registrant is also registering an indeterminate number of additional Class A Ordinary Shares that shall be issuable pursuant to Rule 416 to prevent dilution resulting from share splits, share dividends or similar transactions.
- (3) No fee required pursuant to Rule 457(g).
- (4) The proposed maximum aggregate offering price of the Class A Ordinary Shares will be reduced on a dollar-for-dollar basis based on the offering price of any pre-funded warrants sold in the offering, and the proposed maximum aggregate offering price of the pre-funded warrants to be sold in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any Class A Ordinary Shares sold in the offering. Accordingly, the proposed maximum aggregate offering price of the Class A Ordinary Shares and pre-funded warrants (including the Class A Ordinary Shares issuable upon exercise of the pre-funded warrants), if any, is \$18,000,000.
- (5) Represents warrants issuable to H.C. Wainwright & Co., LLC (the "Placement Agent's Warrants") to purchase a number of Class A Ordinary Shares equal to 7.0% of the number of Class A Ordinary Shares and Pre-funded warrants being offered at an exercise price equal to 125% of the combined public offering price of the Class A Ordinary Shares and related warrant.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

EXPLANATORY NOTE

The Company is filing this registration statement with the Securities and Exchange Commission (the "SEC") pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the Related Registration Statement, as amended, which was originally filed with the SEC on September 11, 2020 and declared effective on September 29, 2020.

We are filing this registration statement for the purpose of registering additional securities of the Company with a proposed maximum aggregate offering price not to exceed \$6,262,500. The information set forth in the Related Registration Statement, including all exhibits thereto and all information incorporated by reference therein, is incorporated by reference in this filing.

The required opinions and consents are listed on the exhibit index and filed with this filing.

EXHIBIT INDEX

(a) *Exhibits*. The following exhibits are included herein or incorporated herein by reference:

The following documents are filed as part of this registration statement:

Exhibit No.	Description
5.1	Opinion of Cayman Islands counsel of Aptorum Group Limited, as to the validity of the Ordinary Shares and tax matters
5.2	Opinion of U.S. counsel of Aptorum Group Limited, as to the validity of the Ordinary Shares
23.1	Consent of Marcum Bernstein & Pinchuk LLP
23.2	Consent of Cayman Islands counsel of Aptorum Group Limited (included in Exhibit 5.1)
23.3	Consent of U.S. counsel of Aptorum Group Limited (included in Exhibit 5.2)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on September 29, 2020.

Aptorum Group Limited

By: /s/ Ian Huen
Name: Ian Huen
Title: Chief Executive Officer and
Executive Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities set forth below on September 29, 2020.

/s/ Ian Huen Chief Executive Officer
Name: Ian Huen (principal executive officer) and Executive Director

/s/ Sabrina Khan Chief Financial Officer
Name: Sabrina Khan (principal financial officer and principal accounting officer)

/s/ Darren Lui President and Executive Director
Name: Darren Lui

/s/ Clark Cheng Chief Medical Officer and Executive Director
Name: Clark Cheng

/s/ Douglas Arner Director
Name: Douglas Arner

/s/ Charles Bathurst Director
Name: Charles Bathurst

/s/ Mirko Scherer Director
Name: Mirko Scherer

/s/ Justin Wu Director
Name: Justin Wu

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the requirements of the Securities Act of 1933, the Registrant's duly authorized representative has signed this registration statement on Form F-1 in the City of New York, State of New York, on September 29, 2020.

By: /s/ Louis Taubman
Name: Louis Taubman
Title: Authorized Representative in the United States



Campbells
 Floor 4, Willow House, Cricket
 Square
 Grand Cayman KY1-9010
 Cayman Islands
D +1 345 914 5845
T +1 345 949 2648
F +1 345 949 8613
E rlaws@campbellslegal.com

By Email

Aptorum Group Limited
 Floor 4, Willow House,
 Cricket Square,
 Grand Cayman, KY1-9010
 Cayman Islands

campbellslegal.com

Our Ref: RCS/RML/12574-
 17506
 Your Ref:

CAYMAN | BVI | HONG
KONG

29 September 2020

Dear Sirs

Aptorum Group Limited – Listing of Class A Ordinary Shares

We have acted as Cayman Islands legal advisers to Aptorum Group Limited (the “**Company**”), a Cayman Islands exempted company, in connection with the Company’s registration and offering (the “**Offering**”) of (A) up to 923,077 Class A Ordinary Shares, par value \$1.00 per share (“**Shares**”); (B) 923,077 warrants exercisable for up to 923,077 Class A Ordinary Shares (“**Warrants**”); (C) up to 923,077 Class A Ordinary Shares underlying the Warrants (“**Warrant Shares**”); (D) up to 923,077 pre-funded warrants to purchase Shares (the “**Pre-Funded Warrants**”), (E) up to 923,077 Class A Ordinary Shares underlying the Pre-Funded Warrants (the “**PF Warrant Shares**”), (F) warrants exercisable for up to 64,615 Class A Ordinary Shares issued to the placement agent pursuant to the Placement Agent Agreement (as defined below) (the “**Placement Agent Warrants**”) and (G) up to 64,615 Class A Ordinary Shares underlying the Placement Agent Warrants (the “**PA Warrant Shares**,” and together with the Shares, the Warrants, the Warrant Shares, the Pre-Funded Warrants, the PF Warrant Shares and the Placement Agent Warrants, the “**Registered Securities**”), through a Registration Statement on Form F-1 (“**Form F-1**”) (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended to date (the “**Act**”), as to which this opinion is a part, to be filed with the United States Securities and Exchange Commission (the “**Commission**”).

1 Assumptions

- 1.1 The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving these opinions we have relied (without further verification) upon the completeness and accuracy of the Resolutions, the Shareholder Resolutions and the Certificate of Good Standing (each as defined below). We have also relied upon the following assumptions, which we have not independently verified:
- 1.2 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, and translations of documents provided to us are complete and accurate;

- 1.3 All signatures, initials and seals are genuine;
- 1.4 There is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions expressed herein;
- 1.5 The A&R Memorandum and Articles (as defined below) remain in full force and effect and are unamended;
- 1.6 The Resolutions and the Shareholder Resolutions were duly passed in the manner prescribed in the A&R Memorandum and Articles and the resolutions contained in the Resolutions and the Shareholder Resolutions are in full force and effect at the date hereof and have not been amended, varied or revoked in any respect;
- 1.7 The authorised shares of the Company as set out in the A&R Memorandum and Articles have not been amended; and
- 1.8 The minute book and corporate records of the Company as maintained at its registered office in the Cayman Islands are complete and accurate in all material respects, and all minutes and resolutions filed therein represent a complete and accurate record of all meetings of the shareholders and directors (or any committee thereof) (duly convened in accordance with the then effective Memorandum and Articles of Association of the Company) and all resolutions passed at the meetings, or passed by written consent as the case may be.
- 1.9 The Shares, the PF Warrant Shares and the PA Warrant Shares to be offered and issued by the Company pursuant to the Registration Statement and Placement Agent Agreement (as defined below) will be issued by the Company against payment in full, in accordance with Registration Statement and be duly registered in the Company's register of members.
- 1.10 There is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions herein.

2 Documents Reviewed

- 2.1 We have reviewed originals, copies, drafts or conformed copies of the following documents and such other documents or instruments as we deem necessary:
- 2.2 A copy of the Registration Statement as provided and to be filed with the Commission on or about the date of this opinion;
- 2.3 A copy of the certificate of incorporation issued by the Registrar of Companies in the Cayman Islands on 13 September 2010;
- 2.4 A copy of the Company's certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands on 3 March 2017;
- 2.5 A copy of the certificate of incorporation of change of name issued by the Registrar of Companies in the Cayman Islands dated 19 October 2017;
- 2.6 A copy of the statutory registers of directors and officers, members, mortgages and charges of the Company as maintained at its registered office in the Cayman Islands by Campbells Corporate Services Limited and reviewed on 24 September 2020;

- 2.7 A copy of the second amended and restated Memorandum and Articles of Association of the Company adopted by the Shareholder Resolutions on 13 October 2017 and filed with the Registrar of Companies (the "**A&R Memorandum and Articles**");
- 2.8 Certificate of Good Standing in respect of the Company issued by the Registrar of Companies in the Cayman Islands dated 31 August 2020 (the "**Certificate of Good Standing**");
- 2.9 Copies of the written resolutions of the board of directors of the Company dated 24 August 2020 and 24 September 2020 (the "**Resolutions**");
- 2.10 A copy of the shareholder resolutions of the Company dated 13 October 2017 (the "**Shareholder Resolutions**");
- 2.11 The records of proceedings of the Company on file with, and available for inspection on 24 September 2020, at the Grand Court of the Cayman Islands;
- 2.12 A copy of the letter of engagement between H.C. Wainwright & Co., LLC (the "**Placement Agent**") and the Company dated 17 August 2020 setting out the terms upon which the Placement Agent will serve as placement agent in the offering of securities of the Company ("**Engagement Letter**");
- 2.13 A copy of the final draft form of the placement agent agreement between the Placement Agent and the Company setting out the terms of the Offering and the compensation payable to the Placement Agent (the "**Placement Agent Agreement**");
- 2.14 A copy of the final draft form of the Placement Agent Warrants;
- 2.15 A copy of the Pre-Funded Warrants;
- 2.16 A copy of the form of securities purchase agreement to be entered into by investors ("**Purchase Agreement**"); and
- 2.17 A copy of the final draft form of the Warrant.

3 Opinion

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing with the Registrar of Companies under the laws of the Cayman Islands.
- 3.2 The issue and allotment (as applicable) of the Registered Securities has been duly authorised, and when allotted, issued and paid for as contemplated as described in the Registration Statement, the Placement Agent Agreement, the Purchase Agreement, the Pre-Funded Warrants and/or the Placement Agent Warrants, and/or the Warrants as applicable, the Registered Securities will be legally issued and allotted, fully paid and non-assessable. As a matter of Cayman Islands law, a share is only issued when it has been entered in the register of members (shareholders).
- 3.3 The statements under the caption "Taxation" in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

4 **Qualifications**

- 4.1 We make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.
- 4.2 In this opinion, the phrase "non-assessable" means, with respect to the Shares, the PF Warrant Shares and the PA Warrant Shares, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the Shares, the PF Warrant Shares and the PA Warrant Shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstance in which a court may be prepared to pierce or lift the corporate veil).
- 4.3 To maintain the Company in good standing under the laws of the Cayman Islands, annual filing fees must be paid and returns made to the Registrar of Companies within the time frame prescribed by law.

We hereby consent to filing of this opinion as an exhibit to the Registration Statement and to the reference to our name under the heading "Enforcement of Civil Liabilities" and "Legal matters" and elsewhere in the Registration Statement. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder, with respect to any part of the Registration Statement, including this opinion and an exhibit or otherwise.

Yours faithfully

/s/ **Campbells**



September 29, 2020

APTORUM GROUP LIMITED
17 Hanover Square
London W1S 1BN, United Kingdom

Ladies and Gentlemen:

We have acted as U.S. securities counsel to Aptorum Group Limited, a Cayman Islands exempted company (the “**Company**”) in connection with the preparation of the Company’s registration statement on Form F-1 (the “**Additional Registration Statement**”) filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “**Act**”), by the Company with the Securities and Exchange Commission (the “**Commission**”) on the date hereof, which is related to, and incorporates by reference, the Company’s registration statement on Form F-1 (File No. 333-248743), initially filed on September 11, 2020, as amended (the “**Registration Statement**”).

The Additional Registration Statement relates to the registration of the proposed offer and sale of the following securities of the Company: (A) up to 923,077 Class A Ordinary Shares, par value \$1.00 per share (“**Shares**”); (B) 923,077 warrants exercisable for up to 923,077 Class A Ordinary Shares (“**Warrants**”); (C) up to 923,077 Class A Ordinary Shares underlying the Warrants (“**Warrant Shares**”); (D) up to 923,077 pre-funded warrants to purchase Shares (the “**Pre-Funded Warrants**”), (E) up to 923,077 Class A Ordinary Shares underlying the Pre-Funded Warrants (the “**PF Warrant Shares**”), (F) warrants exercisable for up to 64,615 Class A Ordinary Shares issued to the placement agent pursuant to the Placement Agent Agreement (as defined below) (the “**Placement Agent Warrants**”) and (G) up to 64,615 Class A Ordinary Shares underlying the Placement Agent Warrants (the “**PA Warrant Shares**,” and together with the Shares, the Warrants, the Warrant Shares, the Pre-Funded Warrants, the PF Warrant Shares and the Placement Agent Warrants, the “**Securities**”).

In connection with this opinion letter, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Additional Registration Statement, Registration Statement and prospectus included therein (the “**Prospectus**”), of such records of the Company and such agreements, certificates and statements of public officials, certificates of officers or representatives of the Company, and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinion set forth herein. In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of all originals of such latter documents. In making our examination of the documents executed by the parties, we have assumed that such parties had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof. Except as expressly set forth herein, we have not undertaken any independent investigation to determine the existence or absence of facts material to the opinions expressed herein and no inference as to our knowledge concerning such facts should be drawn from the fact that such representation has been relied upon by us in connection with the preparation and delivery of this opinion. As to any facts material to the opinions expressed herein which were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others, in each case as we have deemed relevant and appropriate. We have not independently verified the facts so relied on.

www.htflawyers.com | info@htflawyers.com

1450 Broadway, 26th Floor - New York, NY 10018 | Office: (212) 530-2210 | Fax: (212) 202-6380



HUNTER TAUBMAN FISCHER & LI LLC

NEW YORK WASHINGTON, D.C. MIAMI

This opinion is limited to the laws of the State of New York and United States federal law as in effect on the date hereof. We expressly disclaim any responsibility to advise of any development or circumstance of any kind, including any change of law or fact that may occur after the date of this opinion letter that might affect the opinion expressed herein. We express no opinion with respect to the applicability to, or the effect on, the subject transaction of the laws of any other jurisdiction or as to any matters of municipal law or the laws of any local agencies within any state other than the State of New York. We express no opinion as to whether the laws of any other jurisdiction are applicable to the subject matter hereof, and we express no opinion as to compliance with any federal or other state law, rule or regulation relating to securities, or to the sale or issuance thereof.

Based on the foregoing, and having regard to legal considerations which we deem relevant, and subject to the qualifications, limitations and assumptions set forth herein, we are of the opinion that when the Additional Registration Statement and Registration Statement becomes effective under the Act and when the Offering is completed as contemplated by the placement agent agreement by and between the Company and the placement agent (the “**Placement Agent Agreement**”) and the Additional Registration Statement and Registration Statement, the Warrants, Pre-Funded Warrants and Placement Agent Warrants, when issued and sold by the Company and delivered by the Company in accordance with and in the manner described in the Additional Registration Statement and Registration Statement and the Placement Agent Agreement, as applicable, when executed and delivered by the Company, will constitute the valid and binding obligations of the Company, enforceable in accordance with their terms, except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors’ rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under federal and state securities laws, and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

We express no opinion as to the enforceability of (i) provisions that relate to choice of law, forum selection or submission to jurisdiction (including, without limitation, any express or implied waiver of any objection to venue in any court or of any objection that a court is an inconvenient forum) to the extent that the validity, binding effect or enforceability of any such provision is to be determined by any court other than a state court of the State of New York, (ii) waivers by the Company of any statutory or constitutional rights or remedies, or (iii) terms which excuse any person or entity from liability for, or require the Company to indemnify such person or entity against, such person’s or entity’s negligence or willful misconduct. We draw your attention to the fact that, under certain circumstances, the enforceability of terms to the effect that provisions may not be waived or modified except in writing may be limited.

We consent to the filing of this opinion as an exhibit to the Additional Registration Statement, the discussion of this opinion in the Additional Registration Statement and to the references to our firm in the Additional Registration Statement and the Prospectus. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder, nor do we admit that we are experts with respect to any part of the Additional Registration Statement within the meaning of the term “expert” as used in the Act.

Very truly yours,

/s/ Hunter Taubman Fischer & Li LLC
HUNTER TAUBMAN FISCHER & LI LLC

www.htflawyers.com | info@htflawyers.com

1450 Broadway, 26th Floor - New York, NY 10018 | Office: (212) 530-2210 | Fax: (212) 202-6380



INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Aptorum Group Limited on Form F-1 of our report dated April 29, 2020, with respect to our audits of the consolidated balance sheets (successor basis) of the Company as of December 31, 2019 and 2018, the related consolidated statements (successor basis) of operations and comprehensive loss, equity and cash flows for the years ended December 31, 2019 and 2018, and the period March 1, 2017 through December 31, 2017, and the statements (predecessor basis) of operations, changes in net assets, and cash flows for the period January 1, 2017 through February 28, 2017, appearing in the Annual Report on Form 20-F of Aptorum Group Limited for the year ended December 31, 2019. We also consent to the reference to our firm under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Marcum Bernstein & Pinchuk LLP

Marcum Bernstein & Pinchuk LLP
New York, New York
September 29, 2020



NEW YORK OFFICE • 7 Penn Plaza • Suite 830 • New York, New York • 10001
Phone 646.442.4845 • Fax 646.349.5200 • www.marcumbp.com