

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

APTORUM GROUP LIMITED
(Exact name of registrant as specified in its charter)

Cayman Islands
(State of incorporation
or organization)

N/A
(I.R.S. employer
identification no.)

17th Floor, Guangdong Investment Tower
148 Connaught Road Central
Hong Kong
(Address of principal executive offices)

N/A
(Zip Code)

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

Title of each class
to be so registered
Class A Ordinary Shares, par value \$1.00 per share

Name of each exchange on which
each class is to be registered
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.
(c) or (e), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.
(d) or (e), please check the following box.

If this form relates to a registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-227198**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1 Description of Registrant’s Securities to be Registered.

The description of Class A Ordinary Shares, \$1.00 par value per share, of Aptorum Group Limited (the “Registrant”) to be registered hereunder is set forth under the heading “Description of Share Capital” in the Registrant’s Registration Statement on Form F-1 (File No. 333-227198) originally filed with the Securities and Exchange Commission on July 13, 2018, as amended by any amendments to such Registration Statement and by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which information is incorporated herein by reference.

Item 2. Exhibits.

The following exhibits have been filed as exhibits to the Registration Statement, as amended, and are incorporated herein by reference:

Exhibit No.	Description
3.1	<u>Memorandum and Articles of Association (Incorporated by reference to Exhibit 3.1 to the Registrant’s Registration Statement on Form F-1 (File No. 333-227198), filed with the Securities and Exchange Commission on September 5, 2018).</u>
4.1	<u>Specimen Class A Ordinary Share Certificate (Incorporated by reference to Exhibit 4.1 to the Registrant’s Registration Statement on Form F-1 (File No. 333-227198), filed with the Securities and Exchange Commission on September 5, 2018).</u>

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Very truly yours,

APTORUM GROUP LIMITED

By: /s/ Ian Huen

Ian Huen

Chief Executive Officer and Executive Director

Dated: December 14, 2018