

<b>OMB APPROVAL</b>	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Schor Chen</b> <hr/> (Last) (First) (Middle) <b>C/O RESTORBIO, INC.</b> <b>500 BOYLSTON STREET, 12TH FLOOR</b> <hr/> (Street) <b>BOSTON MA 02116</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>resTORbio, Inc. [ TORC ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>See Remarks</b></p>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>07/06/2018</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/06/2018		G	V	943,000	D	\$0.00	949,363 <sup>(1)</sup>	D	
Common Stock	10/15/2018		G	V	593,363	D	\$0.00	356,000 <sup>(2)</sup>	D	
Common Stock	10/15/2018		G	V	25,000	D	\$0.00	331,000 <sup>(3)</sup>	D	
Common Stock	10/15/2018		G	V	643,000	D	\$0.00	943,000	I	See Footnote <sup>(4)</sup>
Common Stock	10/15/2018		G	V	25,000	D	\$0.00	943,000	I	See Footnote <sup>(5)</sup>
Common Stock	11/05/2018		G	V	6,000	D	\$0.00	325,000 <sup>(6)</sup>	D	
Common Stock								1,567,363	I	See Footnote <sup>(7)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On July 6, 2018, the reporting person transferred 943,000 shares of common stock to his spouse. The reporting person disclaims Section 16 beneficial ownership of these shares except to the extent, if any, of the reporting person's pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose. Following this transfer, the reporting person directly held 949,363 shares and his spouse directly held 943,000 shares.
- On October 15, 2018, the reporting person transferred 593,363 shares of common stock to an irrevocable family trust having an independent trustee (the "Schor Irrevocable Trust"). The reporting person disclaims Section 16 beneficial ownership of these shares except to the extent, if any, of the reporting person's pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- On October 15, 2018, the reporting person transferred 25,000 shares of common stock to a revocable family trust of which the reporting person is the trustee (the "Schor Revocable Trust"). The reporting person disclaims Section 16 beneficial ownership of such shares except to the extent, if any, of the reporting person's pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose. On the same date, the reporting person transferred 325,000 shares to a grantor retained annuity trust, which shares are included in the reporting person's direct ownership.
- On October 15, 2018, the reporting person's spouse transferred 643,000 shares of common stock to an irrevocable family trust having an independent trustee (the "Spousal Irrevocable Trust"). The reporting person disclaims Section 16 beneficial ownership of these shares except to the extent, if any, of the reporting person's pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

5. On October 15, 2018, the reporting person's spouse transferred 25,000 shares of common stock to a revocable trust of which the spouse is the trustee (the "Spousal Revocable Trust"). On the same date, the reporting person's spouse transferred 275,000 shares to a grantor retained annuity trust (the "Spousal GRAT"). The reporting person disclaims Section 16 beneficial ownership of all such shares except to the extent, if any, of the reporting person's pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

6. On November 5, 2018, the reporting person transferred 6,000 shares of common stock to the Schor Irrevocable Trust. The reporting person disclaims Section 16 beneficial ownership of these shares except to the extent, if any, of the reporting person's pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

7. Represents 599,363 shares held directly by the Schor Irrevocable Trust, 25,000 shares held by the Schor Revocable Trust, 643,000 shares held directly by the Spousal Irrevocable Trust, 25,000 shares held directly by the Spousal Revocable Trust and 275,000 shares held directly by the Spousal GRAT.

**Remarks:**

President and Chief Executive Officer

/s/ Chen Schor

12/17/2018

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**