

Vasista Vittal
 Form 4
 November 05, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Vasista Vittal

(Last) (First) (Middle)

C/O REGENXBIO INC., 9600
 BLACKWELL ROAD, SUITE 210

(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 REGENXBIO Inc. [RGNX]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 X Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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	11/01/2018		M ⁽¹⁾		9,959	A	\$ 3.76
Common Stock	11/01/2018		M ⁽¹⁾		9,718	A	\$ 13.09
Common Stock	11/01/2018		S ⁽¹⁾		19,677	D	\$ 70.04 (2)
Common Stock	11/02/2018		M ⁽¹⁾		32,908	A	\$ 13.09
Common Stock	11/02/2018		M ⁽¹⁾		20,833	A	\$ 19.5

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Common Stock	11/02/2018		S ⁽¹⁾	53,741	D	\$ 70.26 (3)	137,283	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 3.76	11/01/2018		M ⁽¹⁾	9,959	(4) 05/18/2025	Common Stock	9,959
Employee Stock Option (Right to Buy)	\$ 13.09	11/01/2018		M ⁽¹⁾	9,718	(5) 01/27/2026	Common Stock	9,718
Employee Stock Option (Right to Buy)	\$ 13.09	11/02/2018		M ⁽¹⁾	32,908	(5) 01/27/2026	Common Stock	32,908
Employee Stock Option (Right to Buy)	\$ 19.5	11/02/2018		M ⁽¹⁾	20,833	(6) 01/03/2027	Common Stock	20,833

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Vasista Vittal
C/O REGENXBIO INC.
9600 BLACKWELL ROAD, SUITE 210
ROCKVILLE, MD 20850

Chief Financial Officer

Signatures

/s/ Patrick J. Christmas as
attorney-in-fact

11/05/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This transaction was effected pursuant to a Rule 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$70.00 to \$70.26. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) This transaction was executed in multiple trades at prices ranging from \$70.00 to \$70.74. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) The previously granted option, representing a right to purchase a total of 30,000 shares, became exercisable as follows: 25% of the shares subject to this option vested on May 19, 2016, and the balance vests in equal monthly installments over the 36 months thereafter while the optionee provides continuous service to the Issuer.

(5) The previously granted option, representing a right to purchase a total of 75,000 shares, became exercisable as follows: 25% of the shares subject to this option vested on January 28, 2017, and the balance vests in equal monthly installments over the 36 months thereafter while the optionee provides continuous service to the Issuer.

(6) The previously granted option, representing a right to purchase a total of 50,000 shares, became exercisable as follows: 25% of the shares subject to this option vested on January 4, 2018, and the balance vests in equal monthly installments over the 36 months thereafter while the optionee provides continuous service to the Issuer.

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

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