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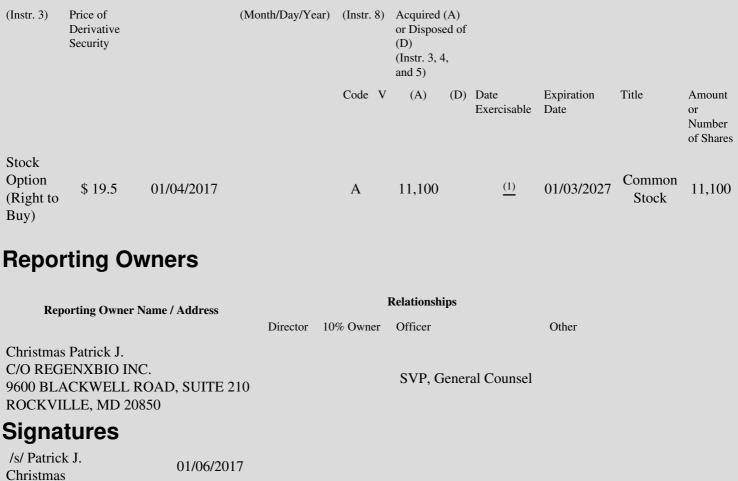
REGENXBIO	Inc.								
Form 4									
January 06, 20	17								
FORM		OMB APPROVAL							
Washington, D.C. 20549									3235-0287
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations	STATEN Filed pur	Section	SECUI	Estimated burden hou response	urs per				
<i>See</i> Instruct 1(b).	ie.			•	•	npany Act iy Act of 1	of 1935 or Section 940	on	
(Print or Type Res	sponses)								
1. Name and Address of Reporting Person <u>*</u> Christmas Patrick J.			2. Issuer Name and Ticker or Trading Symbol REGENXBIO Inc. [RGNX]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (1	Middle)	3. Date of	of Earliest T	ransaction		(Ch	ek an applicabl	()
C/O REGENXBIO INC., 9600 BLACKWELL ROAD, SUITE 210			(Month/Day/Year) 01/04/2017				Director 10% Owner X Officer (give title Other (specify below) below) SVP, General Counsel		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 		
ROCKVILLE	, MD 20850						Person	More than One K	eporting
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	Transaction Date Ionth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V		(D) Price	. ,		
Reminder: Report	on a separate line	for each cl	ass of sec	urities bene	-	-	-		
					inforn requir	nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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<u>**</u>Signature of Reporting Person

ı

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) 25% of the shares subject to this option shall vest after 12 months of continuous service with the Issuer. The balance will vest in equal monthly installments over the 36 months following 1/4/2018 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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