

Vasista Vittal
 Form 4
 September 19, 2018

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

OMB APPROVAL

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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)
 09/17/2018

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	09/17/2018		S ⁽¹⁾		1,561	D	\$ 70.43 (2)
Common Stock	09/17/2018		S ⁽¹⁾		200	D	\$ 72.03 (3)
Common Stock	09/17/2018		S ⁽¹⁾		1,200	D	\$ 73.4 (4)
Common Stock	09/17/2018		S ⁽¹⁾		710	D	\$ 74.02 (5)

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Common Stock	09/17/2018	<u>S⁽¹⁾</u>	700	D	\$ 75.59 <u>(6)</u>	117,912	D
Common Stock	09/17/2018	<u>S⁽¹⁾</u>	1,479	D	\$ 76.79 <u>(7)</u>	116,433	D
Common Stock	09/17/2018	<u>S⁽¹⁾</u>	600	D	\$ 77.87 <u>(8)</u>	115,833	D
Common Stock	09/17/2018	<u>S⁽¹⁾</u>	450	D	\$ 78.64 <u>(9)</u>	115,383	D
Common Stock	09/17/2018	<u>S⁽¹⁾</u>	500	D	\$ 79.63 <u>(10)</u>	114,883	D
Common Stock	09/17/2018	<u>S⁽¹⁾</u>	100	D	\$ 80.8	114,783	D
Common Stock	09/17/2018	M	30,000	A	\$ 0.85	144,783	D

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

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(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)	\$ 0.85	09/17/2018		M	30,000	<u>(11)(12)</u>	09/23/2024	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

09/19/2018

**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.

(10) This transaction was executed in multiple trades at prices ranging from \$79.40 to \$80.00. 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.

(11) The previously granted option, representing a right to purchase a total of 424,900 shares, became exercisable as follows: 284,683 of the shares subject to the option are initial shares ("Initial Shares") and 140,217 of the shares subject to the option are contingent shares ("Contingent Shares"). 72,235 of the Initial Shares vested on September 17, 2014, 53,112 of the Initial Shares vested on September 17, 2015 and an additional 4,426 of the Initial Shares vested upon each month of continuous service to the Company thereafter. 25% of the Contingent Shares were deemed vested as of September 17, 2014 on January 13, 2015 due to a subsequent event. The remainder of the Contingent Shares vested over four years of service following September 17, 2014, with 25% of the remaining 75% of Contingent Shares having vested on September 17, 2015 and the remaining Contingent Shares having vested in 36 equal monthly installments thereafter.

(12) (Continued from footnote 11) Notwithstanding the foregoing, 59,533 shares subject to this option that would have otherwise vested monthly between January 2018 and September 2018 were deemed vested as of December 31, 2015 on January 28, 2016 due to subsequent events.

(2) This transaction was executed in multiple trades at prices ranging from \$70.05 to \$70.85. 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 \$71.55 to \$72.50. 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) This transaction was executed in multiple trades at prices ranging from \$72.80 to \$73.75. 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.

(5) This transaction was executed in multiple trades at prices ranging from \$73.85 to \$74.35. 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.

(6) This transaction was executed in multiple trades at prices ranging from \$75.00 to \$75.90. 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.

(7) This transaction was executed in multiple trades at prices ranging from \$76.35 to \$77.25. 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.

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(8) This transaction was executed in multiple trades at prices ranging from \$77.40 to \$78.15. 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.

(9) This transaction was executed in multiple trades at prices ranging from \$78.40 to \$78.95. 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.

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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