

Mills Kenneth T.
Form 4
March 21, 2019

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 *
Mills Kenneth T.

(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)
03/19/2019

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)

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/19/2019		M ⁽¹⁾		15,000	A	\$ 0.85 261,000
Common Stock	03/19/2019		S ⁽¹⁾		5,870	D	\$ 58.21 255,130
Common Stock	03/19/2019		S ⁽¹⁾		9,130	D	\$ 58.74 246,000

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

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SEC 1474 (9-02)

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- The previously granted option, representing a right to purchase a total of 708,200 shares, became exercisable as follows: 474,490 of the shares subject to the option are initial shares ("Initial Shares") and 233,710 of the shares subject to the option are contingent shares ("Contingent Shares"). 120,394 of the Initial Shares vested on September 17, 2014, 88,524 of the Initial Shares vested on September 17, 2015 and an additional 7,377 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.

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