

REGENXBIO Inc.  
Form 3  
February 29, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol         |                                                      |
| Â Ali Faraz                               |         | (Month/Day/Year)                     | REGENXBIO Inc. [RGNX]                                      |                                                      |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer           | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|                                           |         | 02/29/2016                           |                                                            |                                                      |
| C/O REGENXBIO INC.,Â 9712                 |         |                                      | (Check all applicable)                                     |                                                      |
| MEDICAL CENTER DRIVE,                     |         |                                      | _____ Director _____ 10% Owner                             |                                                      |
| SUITE 100                                 |         |                                      | _X_ Officer _____ Other                                    |                                                      |
| (Street)                                  |         |                                      | (give title below) (specify below)                         |                                                      |
|                                           |         |                                      | Chief Business Officer                                     |                                                      |
| ROCKVILLE,Â MDÂ 20850                     |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line) |                                                      |
| (City)                                    | (State) | (Zip)                                | _X_ Form filed by One Reporting Person                     |                                                      |
|                                           |         |                                      | ___ Form filed by More than One Reporting Person           |                                                      |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

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

SEC 1473 (7-02)

**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 control number.**

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------|----------------------------------------------------------|
|                                               | Date Exercisable                                            | Expiration Date                                                                | Title                                                  | Amount or Number of                                  |                                                          |

Shares or Indirect  
(I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |                                   |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
|                                                                                                | Director      | 10% Owner | Officer                           | Other |
| Ali Faraz<br>C/O REGENXBIO INC.<br>9712 MEDICAL CENTER DRIVE, SUITE 100<br>ROCKVILLE, MD 20850 | X             | X         | X<br>Chief<br>Business<br>Officer | X     |

## Signatures

/s/ Faraz Ali                      02/29/2016

                              Date  
\*\*Signature of Reporting Person

## Explanation of Responses:

### No securities are beneficially owned

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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. 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.