

Regulus Therapeutics Inc.
Form 4
April 21, 2015

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 *
XANTHOPOULOS KLEANTHIS G

2. Issuer Name and Ticker or Trading Symbol
Regulus Therapeutics Inc. [RGLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O REGULUS THERAPEUTICS INC., 3545 JOHN HOPKINS COURT #210

3. Date of Earliest Transaction (Month/Day/Year)
04/17/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Street)
SAN DIEGO, CA 92121

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/17/2015 | | M | | 73,929 A \$ 0.38 | 77,634 ⁽¹⁾ | D |
| Common Stock | 04/17/2015 | | S ⁽²⁾ | | 73,929 D \$ 16.9352 ⁽³⁾ | 3,705 | D |
| Common Stock | 04/20/2015 | | M | | 66,071 A \$ 0.38 | 69,776 ⁽¹⁾ | D |
| Common Stock | 04/20/2015 | | S ⁽²⁾ | | 66,071 D \$ 16.8533 ⁽⁴⁾ | 3,705 | D |

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Common Stock 04/21/2015 M 60,000 A \$ 0.38 63,705 ⁽¹⁾ D

Common Stock 04/21/2015 S⁽²⁾ 60,000 D \$ 17.733 ₍₅₎ 3,705 D

Common Stock 80,216 I

By the Xanthopoulos Family Trust dated September 30, 2011

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

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.

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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy) | \$ 0.38 | 04/17/2015 | | M | 73,929 | ⁽⁶⁾ 02/08/2019 | Common Stock | 73,929 |
| Stock Option (Right to Buy) | \$ 0.38 | 04/20/2015 | | M | 66,071 | ⁽⁶⁾ 02/08/2019 | Common Stock | 66,071 |
| Stock Option (Right to Buy) | \$ 0.38 | 04/21/2015 | | M | 60,000 | ⁽⁶⁾ 02/08/2019 | Common Stock | 60,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

XANTHOPOULOS KLEANTHIS G
C/O REGULUS THERAPEUTICS INC.
3545 JOHN HOPKINS COURT #210
SAN DIEGO, CA 92121

X

President and CEO

Signatures

/s/ Christopher Aker,
Attorney-in-Fact

04/21/2015

__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) Includes an aggregate of 3,705 shares of Common Stock acquired by the Reporting Person pursuant to the Issuer's 2012 Employee Stock Purchase Plan, including 1,239 shares acquired on March 10, 2015.
- (2) Reported transaction occurred pursuant to a Rule 10b5-1 Plan adopted March 16, 2015.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.70 to \$17.31 inclusive. Upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price will be provided.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.45 to \$17.41 inclusive. The reporting person undertakes to provide RGLS, any security holder of RGLS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.43 to \$18.30 inclusive. Upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price will be provided.
- (6) The shares subject to the option are fully vested.

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.