

Christmas Patrick J.
Form 4
June 20, 2018

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 *
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) (Middle)
C/O REGENXBIO INC., 9600
BLACKWELL ROAD, SUITE 210

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/18/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP, General Counsel

ROCKVILLE, MD 20850

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/18/2018		M ⁽¹⁾		5,000 A \$ 12.1	21,141	D
Common Stock	06/18/2018		S ⁽¹⁾		400 D \$ 55.25	20,741	D
Common Stock	06/18/2018		S ⁽¹⁾		4,600 D \$ 56.91	16,141	D
Common Stock	06/19/2018		M		1,528 A \$ 12.1	17,669	D

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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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.1	06/18/2018		M ⁽¹⁾	5,000	<u>(4)</u> 08/17/2026	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 12.1	06/19/2018		M	1,528	<u>(4)</u> 08/17/2026	Common Stock	1,528

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Christmas Patrick J.
C/O REGENXBIO INC.
9600 BLACKWELL ROAD, SUITE 210
ROCKVILLE, MD 20850

SVP, General Counsel

Signatures

/s/ Patrick J. Christmas 06/20/2018

 **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.

This transaction was executed in multiple trades at prices ranging from \$55.15 to \$55.35. 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.

(2) This transaction was executed in multiple trades at prices ranging from \$56.35 to \$57.30. 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) The previously granted option, representing a right to purchase a total of 125,000 shares, became exercisable as follows: 25% of the shares subject to this option vested on August 18, 2017, and the balance vests in equal monthly installments over the 36 months thereafter 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.

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