

REGENXBIO Inc.  
Form 4  
September 22, 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 \*  
Fox Allan M.

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)

3. Date of Earliest Transaction (Month/Day/Year)  
09/22/2015

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

C/O REGENXBIO INC., 9712  
MEDICAL CENTER DRIVE,  
SUITE 100

(Street)

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

ROCKVILLE, MD 20850

(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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/22/2015		C		722,485	A	Ⓛ 722,485	I	See Footnote (2)
Common Stock	09/22/2015		C		722,485	A	Ⓛ 722,485	I	See Footnote (3)
Common Stock	09/22/2015		C		853,915	A	Ⓛ 1,576,400	I	See Footnote (3)
Common	09/22/2015		C		478,463	A	Ⓛ 2,054,863	I	See

Stock						Footnote <u>(3)</u>
Common Stock	443,700	I				See Footnote <u>(4)</u>

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	<u>(1)</u>	09/22/2015		C	722,485	<u>(1)</u>	<u>(1)</u>	Common Stock	722,485
Series A Preferred Stock	<u>(1)</u>	09/22/2015		C	722,485	<u>(1)</u>	<u>(1)</u>	Common Stock	722,485
Series B Preferred Stock	<u>(1)</u>	09/22/2015		C	853,915	<u>(1)</u>	<u>(1)</u>	Common Stock	853,915
Series C Preferred Stock	<u>(1)</u>	09/22/2015		C	478,463	<u>(1)</u>	<u>(1)</u>	Common Stock	478,463

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fox Allan M. C/O REGENXBIO INC. 9712 MEDICAL CENTER DRIVE, SUITE 100 ROCKVILLE, MD 20850	X	X		

## Signatures

/s/ Allan M. Fox

09/22/2015

\*\*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) Each share of Preferred Series A, Preferred Series B, and Preferred Series C Stock is convertible and will automatically convert on a 1:1 basis into the Issuer's common stock upon the closing of the Issuer's initial public offering of common stock pursuant to an effective registration statement filed with the U.S. Securities and Exchange Commission. These shares have no expiration date.

(2) The Reporting Person is a trustee of The Allan M. Fox Trust (U/A/D April 21, 2015), the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise or such portion of the shares of common stock of the Issuer held by The Allan M. Fox Trust (U/A/D April 21, 2015), in which the Reporting Person has no pecuniary interest.

(3) The Reporting Person is a trustee of The Allan M. Fox Revocable Trust, the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise or such portion of the shares of common stock of the Issuer held by The Allan M. Fox Revocable Trust, in which the Reporting Person has no pecuniary interest.

(4) The Reporting Person holds shared dispositive power over the shares held by FoxKiser Holdings, LLC with John Daniel Kiser, with the Reporting Person having a 60% voting interest in FoxKiser Holdings, LLC.

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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