

Regulus Therapeutics Inc.  
Form 4  
October 02, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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)

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

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/30/2014

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

SAN DIEGO, CA 92121

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |
| Common Stock                    | 09/30/2014                           |  | M                              | A   | \$ 0.38   | 4,766 <sup>(1)</sup>                                     | D  |
| Common Stock                    | 09/30/2014                           |  | S <sup>(2)</sup>               | D   | \$ 7.0163 <sup>(3)</sup>  | 2,466  | D  |
| Common Stock                    |                                      |  |                                |   |   | 80,216   | I  |

By the  
Xanthopoulos  
Family Trust  
dated  
September 30,  
2011

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

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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. I  |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)   | (D)                        |
| Stock Option (Right to Buy)                | \$ 0.38  | 09/30/2014                           |  | M                              | 2,300   | (4) 02/08/2019   | Common Stock  | 2,300 |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| XANTHOPOULOS KLEANTHIS G<br>C/O REGULUS THERAPEUTICS INC.<br>3545 JOHN HOPKINS COURT #210<br>SAN DIEGO, CA 92121 | X             |           | President and CEO |       |

## Signatures

/s/ Christopher Aker,  
Attorney-in-Fact

10/02/2014

\*\*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).

Includes an aggregate of 2,466 shares of Common Stock acquired by the Reporting Person pursuant to the Issuer's 2012 Employee Stock

(1) Purchase Plan: 611 shares were acquired on March 10, 2013; 576 shares were acquired on September 10, 2013; 820 shares were acquired on March 10, 2014 and 459 shares were acquired on September 10, 2014.

(2) Reported transaction occurred pursuant to a Rule 10b5-1 Plan adopted August 26, 2013.

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- The weighted average sale price for the transaction reported was \$7.0163, and the range of prices were between \$7.00 and \$7.09. Upon
- (3) 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 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.

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