

Yoo Stephen  
Form 4  
October 31, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Yoo Stephen

(Last) (First) (Middle)

C/O REGENXBIO INC., 9600  
BLACKWELL ROAD, SUITE 210

(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
REGENXBIO Inc. [RGNX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/29/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Medical Officer

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

**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)
Common Stock	10/29/2018		M <sup>(1)</sup>	20,414 A	\$ 0.85 20,414	D	
Common Stock	10/29/2018		S <sup>(1)</sup>	3,042 D	\$ 59.83 17,372 (2)	D	
Common Stock	10/29/2018		S <sup>(1)</sup>	1,700 D	\$ 60.66 15,672 (3)	D	
Common Stock	10/29/2018		S <sup>(1)</sup>	2,100 D	\$ 61.82 13,572 (4)	D	

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Common Stock	10/29/2018	S <sup>(1)</sup>	8,026	D	\$ 62.93 (5)	5,546	D
Common Stock	10/29/2018	S <sup>(1)</sup>	5,446	D	\$ 63.67 (6)	100	D
Common Stock	10/29/2018	S <sup>(1)</sup>	100	D	\$ 64.42	0	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.85	10/29/2018		M <sup>(1)</sup>	20,414	(7) 11/03/2024	Common Stock 20,414

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Yoo Stephen C/O REGENXBIO INC. 9600 BLACKWELL ROAD, SUITE 210 ROCKVILLE, MD 20850	Chief Medical Officer

## Signatures

/s/ Patrick J. Christmas as  
attorney-in-fact

10/31/2018

\_\_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 \$59.26 to \$60.23. 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) This transaction was executed in multiple trades at prices ranging from \$60.26 to \$61.22. 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.

(4) This transaction was executed in multiple trades at prices ranging from \$61.28 to \$62.27. 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.

(5) This transaction was executed in multiple trades at prices ranging from \$62.285 to \$63.27. 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.

(6) This transaction was executed in multiple trades at prices ranging from \$63.29 to \$64.09. 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.

The previously granted option, representing a right to purchase a total of 247,900 shares, became exercisable as follows: 165,200 of the shares subject to the option are initial shares ("Initial Shares") and 82,700 of the shares subject to the option are contingent shares ("Contingent Shares"). 23,600 of the Initial Shares vested on October 13, 2014, 35,400 of the Initial Shares vested on October 13, 2015 and an additional 2,950 of the Initial Shares vested upon each month of continuous service to the Company thereafter. 15% of the Contingent Shares were deemed vested as of October 13, 2014 on January 13, 2015 due to a subsequent event. The remainder of the Contingent Shares vested over four years of service following October 13, 2014, with 25% of the remaining 85% of Contingent Shares having vested on October 13, 2015 and the remaining Contingent Shares having vested in 36 equal monthly installments thereafter.

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.