

PAPADOPOULOS STELIOS

Form 4

November 21, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PAPADOPOULOS STELIOS

(Last) (First) (Middle)

C/O REGULUS THERAPEUTICS
INC., 10614 SCIENCE CENTER
DRIVE

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Regulus Therapeutics Inc. [RGLS]3. Date of Earliest Transaction
(Month/Day/Year)
11/12/20184. 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)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/12/2018		A		20,910	A	<u>(1)</u> 168,672 <u>(2)</u>

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
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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)**

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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
Stock Option (Right to Buy)	\$ 31.92	11/12/2018		D	152 (2)	(3)	02/08/2022	Common Stock	152 (2)
Stock Option (Right to Buy)	\$ 111.84	11/12/2018		D	1,458 (2)	(3)	06/09/2023	Common Stock	1,458 (2)
Stock Option (Right to Buy)	\$ 74.64	11/12/2018		D	1,458 (2)	(3)	05/21/2024	Common Stock	1,458 (2)
Stock Option (Right to Buy)	\$ 120.24	11/12/2018		D	1,458 (2)	(3)	06/08/2025	Common Stock	1,458 (2)
Stock Option (Right to Buy)	\$ 74.4	11/12/2018		D	3,051 (2)	(3)	05/31/2026	Common Stock	3,051 (2)
Stock Option (Right to Buy)	\$ 17.4	11/12/2018		D	2,500 (2)	(3)	05/30/2027	Common Stock	2,500 (2)
Stock Option (Right to Buy)	\$ 8.52	11/12/2018		D	6,250 (2)	(5)	05/16/2028	Common Stock	6,250 (2)
Stock Option (Right to Buy)	\$ 8.76	11/12/2018		D	4,583 (2)	(6)	05/31/2028	Common Stock	4,583 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAPADOPOULOS STELIOS C/O REGULUS THERAPEUTICS INC. 10614 SCIENCE CENTER DRIVE SAN DIEGO, CA 92121		X		

Signatures

Christopher Aker, Attorney
in Fact
11/13/2018

__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) On November 12, 2018, the issuer canceled, pursuant to the issuer's option exchange program, the options listed below in Table II. In exchange for the options cancelled, the reporting person received Restricted Stock Units (RSUs) as reported in this Table I. The RSUs vest ratably on a quarterly basis, such that the the RSUs are fully vested one year after the date of grant, subject to the reporting person's continuous service to Regulus through each vesting date.
- (2) Share numbers and exercise price reflect the 12-to-1 reverse stock split of the Issuer's common stock effective October 3, 2018.
- (3) The shares subject to the cancelled option were fully vested.
- (4) On November 12, 2018, the issuer cancelled, pursuant to the issuer's option exchange program, the listed option. In exchange for the options cancelled, the reporting person received the Restricted Stock Units reported above in Table I.
- (5) The cancelled option provided for vesting in 12 equal monthly installments commencing on the date of grant.
- (6) The cancelled option vested in twelve equally monthly installments, such that the option would have been fully vested one year from the date of grant, or the date of the Company's next annual shareholder meeting, whichever occurred first.

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.