

Mills Kenneth T.  
Form 4  
September 19, 2018

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

OMB APPROVAL

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**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 \*  
Mills Kenneth T.

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/17/2018

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

(Street)  
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 09/17/2018                           |  | S <sup>(1)</sup>               |   | 1,515   | D  | \$ 70.46<br><u>(2)</u>            |
| Common Stock                    | 09/17/2018                           |  | S <sup>(1)</sup>               |   | 100   | D  | \$ 71.1                           |
| Common Stock                    | 09/17/2018                           |  | S <sup>(1)</sup>               |   | 624   | D  | \$ 73.04<br><u>(3)</u>            |
| Common Stock                    | 09/17/2018                           |  | S <sup>(1)</sup>               |   | 1,399   | D  | \$ 73.8<br><u>(4)</u>             |
|                                 | 09/17/2018                           |  | S <sup>(1)</sup>               |   | 622   | D  | 336,760                           |

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|              |            |  |                  |       |       |      |       |         |
|--------------|------------|--|------------------|-------|-------|------|-------|---------|
| Common Stock |            |  |                  |       | \$    |      |       |         |
|              |            |  |                  |       | 75.29 |      |       |         |
|              |            |  |                  |       | (5)   |      |       |         |
| Common Stock | 09/17/2018 |  | S <sup>(1)</sup> | 1,450 | D     | \$   | 76.72 | 335,310 |
|              |            |  |                  |       |       | (6)  |       | D       |
| Common Stock | 09/17/2018 |  | S <sup>(1)</sup> | 900   | D     | \$   | 77.88 | 334,410 |
|              |            |  |                  |       |       | (7)  |       | D       |
| Common Stock | 09/17/2018 |  | S <sup>(1)</sup> | 400   | D     | \$   | 78.73 | 334,010 |
|              |            |  |                  |       |       | (8)  |       | D       |
| Common Stock | 09/17/2018 |  | S <sup>(1)</sup> | 200   | D     | \$   | 79.45 | 333,810 |
|              |            |  |                  |       |       | (9)  |       | D       |
| Common Stock | 09/17/2018 |  | S <sup>(1)</sup> | 300   | D     | \$   | 81.12 | 333,510 |
|              |            |  |                  |       |       | (10) |       | D       |

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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Reporting Owners

Mills Kenneth T.  
C/O REGENXBIO INC.  
9600 BLACKWELL ROAD, SUITE 210  
ROCKVILLE, MD 20850

President and CEO

## Signatures

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

09/19/2018

\_\_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.

(10) This transaction was executed in multiple trades at prices ranging from \$80.80 to \$81.30. 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.

(2) This transaction was executed in multiple trades at prices ranging from \$70.05 to \$70.90. 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 \$72.55 to \$73.45. 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 \$73.55 to \$74.35. 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.

(5) This transaction was executed in multiple trades at prices ranging from \$75.00 to \$75.60. 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 \$76.40 to \$77.30. 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.

(7) This transaction was executed in multiple trades at prices ranging from \$77.40 to \$78.35. 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.

(8) This transaction was executed in multiple trades at prices ranging from \$78.40 to \$79.20. 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.

(9) This transaction was executed in multiple trades at prices ranging from \$79.40 to \$79.50. 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.

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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