

Vasista Vittal  
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 \*  
Vasista Vittal

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 09/17/2018                           |  | S <sup>(1)</sup>               |   | 1,561   | D  |   |
|                                 |                                      |  |                                |   | 70.43 <sup>(2)</sup>  |  |   |
| Common Stock                    | 09/17/2018                           |  | S <sup>(1)</sup>               |   | 200   | D  |   |
|                                 |                                      |  |                                |   | 72.03 <sup>(3)</sup>  |  |   |
| Common Stock                    | 09/17/2018                           |  | S <sup>(1)</sup>               |   | 1,200   | D  |   |
|                                 |                                      |  |                                |   | 73.4 <sup>(4)</sup>   |  |   |
| Common Stock                    | 09/17/2018                           |  | S <sup>(1)</sup>               |   | 710   | D  |   |
|                                 |                                      |  |                                |   | 74.02 <sup>(5)</sup>  |  |   |

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|              |            |                  |        |   |                  |         |   |
|--------------|------------|------------------|--------|---|------------------|---------|---|
| Common Stock | 09/17/2018 | S <sup>(1)</sup> | 700    | D | \$ 75.59<br>(6)  | 117,912 | D |
| Common Stock | 09/17/2018 | S <sup>(1)</sup> | 1,479  | D | \$ 76.79<br>(7)  | 116,433 | D |
| Common Stock | 09/17/2018 | S <sup>(1)</sup> | 600    | D | \$ 77.87<br>(8)  | 115,833 | D |
| Common Stock | 09/17/2018 | S <sup>(1)</sup> | 450    | D | \$ 78.64<br>(9)  | 115,383 | D |
| Common Stock | 09/17/2018 | S <sup>(1)</sup> | 500    | D | \$ 79.63<br>(10) | 114,883 | D |
| Common Stock | 09/17/2018 | S <sup>(1)</sup> | 100    | D | \$ 80.8          | 114,783 | D |
| Common Stock | 09/17/2018 | M                | 30,000 | A | \$ 0.85          | 144,783 | D |

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) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Employee Stock Option (Right to Buy)       | \$ 0.85  | 09/17/2018                           |  | M                              | 30,000  | (11)(12)   | 09/23/2024  | Common Stock               | 30,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Vasista Vittal<br>C/O REGENXBIO INC.<br>9600 BLACKWELL ROAD, SUITE 210<br>ROCKVILLE, MD 20850 |               |           | Chief Financial Officer |       |

## 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 \$79.40 to \$80.00. 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.

(11) The previously granted option, representing a right to purchase a total of 424,900 shares, became exercisable as follows: 284,683 of the shares subject to the option are initial shares ("Initial Shares") and 140,217 of the shares subject to the option are contingent shares ("Contingent Shares"). 72,235 of the Initial Shares vested on September 17, 2014, 53,112 of the Initial Shares vested on September 17, 2015 and an additional 4,426 of the Initial Shares vested upon each month of continuous service to the Company thereafter. 25% of the Contingent Shares were deemed vested as of September 17, 2014 on January 13, 2015 due to a subsequent event. The remainder of the Contingent Shares vested over four years of service following September 17, 2014, with 25% of the remaining 75% of Contingent Shares having vested on September 17, 2015 and the remaining Contingent Shares having vested in 36 equal monthly installments thereafter.

(12) (Continued from footnote 11) Notwithstanding the foregoing, 59,533 shares subject to this option that would have otherwise vested monthly between January 2018 and September 2018 were deemed vested as of December 31, 2015 on January 28, 2016 due to subsequent events.

(2) This transaction was executed in multiple trades at prices ranging from \$70.05 to \$70.85. 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 \$71.55 to \$72.50. 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.

(4) This transaction was executed in multiple trades at prices ranging from \$72.80 to \$73.75. 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 \$73.85 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.

(6) This transaction was executed in multiple trades at prices ranging from \$75.00 to \$75.90. 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.

(7) This transaction was executed in multiple trades at prices ranging from \$76.35 to \$77.25. 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.

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(8) This transaction was executed in multiple trades at prices ranging from \$77.40 to \$78.15. 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 \$78.40 to \$78.95. 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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