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

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 2, 2017

REGENXBIO INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37553
(Commission
File Number)

47-1851754
(I.R.S. Employer
Identification No.)

9600 Blackwell Road, Suite 210
Rockville, Maryland
(Address of principal executive offices)

20850
(Zip Code)

(240) 552-8181
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.02 Termination of a Material Definitive Agreement.

On August 24, 2017, REGENXBIO Inc. (the “Company”) entered into an Agreement and Plan of Merger (the “Merger Agreement”), with Dimension Therapeutics, Inc. (“Dimension”) and Muddy Charles Acquisition Corporation, a wholly owned subsidiary of the Company (“Merger Sub”), which provided for the merger of Merger Sub with and into Dimension, with Dimension continuing as the surviving corporation and a wholly owned subsidiary of the Company. On October 1, 2017, Dimension notified the Company that its Board of Directors determined that an amended proposal from Ultragenyx Pharmaceutical Inc. to acquire Dimension for \$6.00 per share in cash constituted a “superior proposal” under the Merger Agreement and that Dimension’s Board of Directors intended to change its prior recommendation to Dimension’s stockholders to vote in favor of the proposed merger between the Company and Dimension. This notice invoked the Company’s matching right under the Merger Agreement. In response, the Company notified Dimension that it would not increase the consideration payable to Dimension stockholders under the Merger Agreement and that the Company waived its matching rights. As a result of the Company’s response, on October 2, 2017 Dimension notified the Company that it had terminated the Merger Agreement. Pursuant to the terms of the Merger Agreement, Dimension paid the Company the \$2.85 million termination fee.

Item 8.01 Other Events.

On October 2, 2017, the Company issued a press release responding to Dimension’s notification of a superior proposal. A copy of the press release is filed as Exhibit 99.1 to this Current Report and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibit Index**

Exhibit 99.1 [REGENXBIO Inc. Press Release dated October 2, 2017.](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGENXBIO INC.

Date: October 3, 2017

By: /s/ Patrick J. Christmas II
Patrick J. Christmas II
Senior Vice President, General Counsel



**REGENXBIO RESPONDS TO NOTIFICATION OF A SUPERIOR PROPOSAL UNDER ITS MERGER
AGREEMENT WITH DIMENSION THERAPEUTICS**

**Company Focused on Advancing Proprietary NAV Technology Platform
and Deep Gene Therapy Treatment Pipeline**

ROCKVILLE, MD. – October 2, 2017 – REGENXBIO Inc. (Nasdaq:RGNX) today announced that Dimension Therapeutics, Inc. (Nasdaq:DMTX) notified REGENXBIO that it has determined that it has received a “superior proposal” as defined in the merger agreement under which REGENXBIO would have acquired Dimension in an all-stock transaction for an implied value of approximately \$3.41 per share based on the closing stock price of REGENXBIO stock on August 24, 2017.

Late yesterday, Dimension notified REGENXBIO that its board of directors determined that the recently amended proposal from Ultragenyx Pharmaceutical Inc. (Nasdaq:RARE) to acquire Dimension for \$6.00 per share in cash constituted a “superior proposal” and that Dimension’s board of directors intends to change its prior recommendation to Dimension’s stockholders to vote in favor of the proposed merger between REGENXBIO and Dimension. This notice invoked REGENXBIO’s matching right under the merger agreement. In response, REGENXBIO notified Dimension that it will not increase the consideration payable to Dimension stockholders under the merger agreement and that REGENXBIO has waived its matching rights. As a result of REGENXBIO’s response, Dimension has indicated it will terminate the merger agreement and pay REGENXBIO the \$2.85 million termination fee concurrently with the termination.

“While the strategic rationale for a combination with Dimension is compelling, we believe our offer represented fair value and prudently enabled both companies’ shareholders to participate in the upside of the combined company,” said Kenneth T. Mills, President and Chief Executive Officer of REGENXBIO. “We take a disciplined approach to business development and will continue prioritizing the advancement of our proprietary NAV Technology Platform and our exciting, potentially life-changing gene therapy lead product candidates for retinal, metabolic and neurodegenerative diseases.”

Mr. Mills continued, “At REGENXBIO, our strategy has always been to accelerate the development of a broad and robust pipeline of NAV-based gene therapies in an effort to most rapidly meet the needs of patients suffering from a wide range of rare genetic diseases. We have done so through our internal lead product candidates and through partnerships with our many NAV Technology licensees, including Dimension.”

Upon the completion of Ultragenyx’s acquisition of Dimension, Ultragenyx is expected to become a NAV Technology Licensee in the seven inherited metabolic disease fields, including OTC deficiency, GSDa1a and hemophilia A, currently licensed to Dimension by REGENXBIO. Dimension has one remaining limited option to an exclusive commercial license for a disease indication that is available for licensing, which would exclude, among other things, products under development by REGENXBIO or its NAV Technology Licensees.

Mr. Mills added, “We wish Ultragenyx and Dimension well, and we hope that Ultragenyx will use its considerable experience and resources to advance all of the programs licensed from REGENXBIO for the benefit of patients in need. We look forward to working with Ultragenyx to rapidly progress all of Dimension’s programs as provided for under the terms of our license agreements.”

About REGENXBIO

REGENXBIO is a leading clinical-stage biotechnology company seeking to improve lives through the curative potential of gene therapy. REGENXBIO’s NAV® Technology Platform, a proprietary adeno-associated virus (AAV) gene delivery platform, consists of exclusive rights to more than 100 novel AAV vectors, including AAV7, AAV8, AAV9 and AAVrh10. REGENXBIO and its third-party NAV Technology licensees are applying the NAV Technology Platform in the development of a broad pipeline of product candidates in multiple therapeutic areas.

Forward-looking Statements

This communication includes “forward-looking statements,” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements express a belief, expectation or intention and are generally accompanied by words that convey projected future events or outcomes such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “design,” “intend,” “expect,” “could,” “plan,” “potential,” “predict,” “seek,” “should,” “would” or by variations of such words or by similar expressions. The forward-looking statements include, without limitation, statements about REGENXBIO’s future operations, costs and cash flow. REGENXBIO has based these forward-looking statements on its current expectations and assumptions and analyses made by REGENXBIO in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors REGENXBIO believes are appropriate under the circumstances. However, whether actual results and developments will conform with REGENXBIO’s expectations and predictions is subject to a number of risks and uncertainties, including the timely development and launch of new products, the ability to obtain and maintain regulatory approval of product candidates, the ability to obtain and maintain intellectual property protection for product candidates and technology, trends and challenges in the business and markets in which REGENXBIO operates, the size and growth of potential markets for product candidates and the ability to serve those markets, the rate and degree of acceptance of product candidates, and other factors, many of which are beyond the control of REGENXBIO. We refer you to the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of REGENXBIO’s Annual Report on Form 10-K for the year ended December 31, 2016 and comparable “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of REGENXBIO’s Quarterly Reports on Form 10-Q and other filings, which have been filed with the U.S. Securities and Exchange Commission (the “SEC”) and are available on the SEC’s website at www.sec.gov. All of the forward-looking statements made in this communication are expressly qualified by the cautionary statements contained or referred to herein. The actual results or developments anticipated may not be realized or, even if substantially realized, they may not have the expected consequences to or effects on REGENXBIO or its business or operations. Such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the

forward-looking statements. Readers are cautioned not to rely too heavily on the forward-looking statements contained in this communication. These forward looking statements speak only as of the date of this communication. REGENXBIO does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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