

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Fox Allan M.</u>  (Last) (First) (Middle) <u>C/O REGENXBIO INC.</u> <u>9712 MEDICAL CENTER DRIVE, SUITE 100</u>  (Street) <u>ROCKVILLE MD 20850</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>REGENXBIO Inc. [ RGNX ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>09/22/2015</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> 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	09/22/2015		C		722,485	A	(1)	722,485	I	See Footnote <sup>(2)</sup>
Common Stock	09/22/2015		C		722,485	A	(1)	722,485	I	See Footnote <sup>(3)</sup>
Common Stock	09/22/2015		C		853,915	A	(1)	1,576,400	I	See Footnote <sup>(3)</sup>
Common Stock	09/22/2015		C		478,463	A	(1)	2,054,863	I	See Footnote <sup>(3)</sup>
Common Stock								443,700	I	See Footnote <sup>(4)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	09/22/2015		C		722,485		(1)	(1)	Common Stock	722,485	\$0.00	0	I	See Footnote <sup>(2)</sup>
Series A Preferred Stock	(1)	09/22/2015		C		722,485		(1)	(1)	Common Stock	722,485	\$0.00	0	I	See Footnote <sup>(3)</sup>
Series B Preferred Stock	(1)	09/22/2015		C		853,915		(1)	(1)	Common Stock	853,915	\$0.00	0	I	See Footnote <sup>(3)</sup>
Series C Preferred Stock	(1)	09/22/2015		C		478,463		(1)	(1)	Common Stock	478,463	\$0.00	0	I	See Footnote <sup>(3)</sup>

**Explanation of Responses:**

- Each share of Preferred Series A, Preferred Series B, and Preferred Series C Stock is convertible and will automatically convert on a 1:1 basis into the Issuer's common stock upon the closing of the Issuer's initial public offering of common stock pursuant to an effective registration statement filed with the U.S. Securities and Exchange Commission. These shares have no expiration date.
- The Reporting Person is a trustee of The Allan M. Fox Trust (U/A/D April 21, 2015), the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise or such portion of the shares of common stock of the Issuer held by The Allan M. Fox Trust (U/A/D April 21, 2015), in which the Reporting Person has no pecuniary interest.
- The Reporting Person is a trustee of The Allan M. Fox Revocable Trust, the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise or such portion of the shares of common stock of the Issuer held by The Allan M. Fox Revocable Trust, in which the Reporting Person has no pecuniary interest.
- The Reporting Person holds shared dispositive power over the shares held by FoxKiser Holdings, LLC with John Daniel Kiser, with the Reporting Person having a 60% voting interest in FoxKiser Holdings, LLC.

**Remarks:**

/s/ Allan M. Fox

09/22/2015

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**