

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

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

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

1. Name and Address of Reporting Person* <u>Vasista Vittal</u>			2. Issuer Name and Ticker or Trading Symbol <u>REGENXBIO Inc. [ RGNX ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Chief Financial Officer Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/31/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O REGENXBIO INC. 9600 BLACKWELL ROAD, SUITE 210			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ROCKVILLE MD 20850</u>								
(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	(A) or (D)	Price			
<u>Common Stock</u>	<u>03/31/2020</u>		<u>M</u>		<u>10,000</u>	<u>A</u>	<u>\$0.85</u>	<u>220,215</u>	<u>D</u>	

**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
<u>Employee Stock Option (Right to Buy)</u>	<u>\$0.85</u>	<u>03/31/2020</u>		<u>M</u>			<u>10,000</u>	<u>(1)(2)</u>	<u>09/23/2024</u>	<u>Common Stock</u>	<u>10,000</u>	<u>\$0.00</u>	<u>74,900</u>	<u>D</u>	

**Explanation of Responses:**

- 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.
- (Continued from footnote 1) Notwithstanding the foregoing, 59,533 shares subject to this option that would otherwise have vested monthly between January 2018 and September 2018 were deemed vested as of December 31, 2015 on January 28, 2016 due to subsequent events.

**Remarks:**

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

04/02/2020

\*\* 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.