

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>HAYDEN DONALD J JR</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)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/16/2015</u>	3. Issuer Name and Ticker or Trading Symbol <u>REGENXBIO Inc. [RGNX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(1)	09/23/2024	Common Stock	354,100	0.85	D
Stock Option (Right to Buy)	(2)	05/18/2025	Common Stock	112,000	3.76	D
Series C Preferred Stock	(3)	(3)	Common Stock	38,599	(3)	D

Explanation of Responses:

1. 237,269 of the shares subject to the option shall be initial shares ("Initial Shares") and 116,831 of the shares subject to the option shall be contingent shares ("Contingent Shares"). 60,197 of the Initial Shares vested on September 17, 2014. Upon one year of continuous service to the Company after September 17, 2014, an additional 44,268 of the Initial Shares shall vest and an additional 3,689 of the Initial Shares shall vest 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 shall vest over four years of service following September 17, 2014, with 25% of the remaining 75% of Contingent Shares vesting upon one year of continuous service to the Company after September 17, 2014 and the remaining Contingent Shares vesting in 36 equal monthly installments thereafter.

2. 25% of the shares subject to the option vested on May 19, 2015. The remaining 75% of the shares subject to the option shall vest in 24 equal monthly installments thereafter. 100% of the shares shall vest upon a Change in Control of the Issuer or the death of the Optionee.

3. Each share of 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.

Remarks:

/s/ Donald J. Hayden, Jr.09/16/2015

** 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 5 (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.

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