SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject	+ +0
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Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

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

OMB APPR	OVAL									
OMB Number:	3235-0287									
Estimated average burden										
hours per response:	0.5									

1. Name and Address of Reporting Person [*] Mills Kenneth T.		Person*	2. Issuer Name and Ticker or Trading Symbol REGENXBIO Inc. [RGNX]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last)	t) (First) (Middle) PREGENXBIO INC.		3. Date of Earliest Transaction (Month/Day/Year) 07/19/2019	- X	Officer (give title below) President an	Other (specify below)				
9600 BLACKV		SUITE 210								
(Street) ROCKVILLE	MD	20850	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indix Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting 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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V		v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	07/19/2019		M ⁽¹⁾		15,000	A	\$0.85	261,000	D	
Common Stock	07/19/2019		S ⁽¹⁾		12,700	D	\$49.4 ⁽²⁾	248,300	D	
Common Stock	07/19/2019		S ⁽¹⁾		2,300	D	\$ 49.97 ⁽³⁾	246,000	D	

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. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I	umber vative urities uired or oosed D) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/Y	ate	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				
Employee Stock Option (Right to Buy)	\$0.85	07/19/2019		M ⁽¹⁾			15,000	(4)	09/23/2024	Common Stock	15,000	\$0.00	99,670	D	

Explanation of Responses:

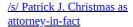
1. This transaction was effected pursuant to a Rule 10b5-1 trading plan.

2. This transaction was executed in multiple trades at prices ranging from \$48.85 to \$49.83. 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 \$49.85 to \$50.08. 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. The previously granted option, representing a right to purchase a total of 708,200 shares, became exercisable as follows: 474,490 of the shares subject to the option are initial shares ("Initial Shares") and 233,710 of the shares subject to the option are contingent shares ("Contingent Shares"). 120,394 of the Initial Shares vested on September 17, 2014, 88,524 of the Initial Shares vested on September 17, 2015 and an additional 7,377 of the Initial Shares vested on september 17, 2014, 88,524 of the Initial Shares vested on September 17, 2014 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 in 36 equal monthly installments thereafter.

Remarks:



07/23/2019

** 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.