
**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): May 25, 2018

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 25, 2018, the Board of Directors (the “Board”) of REGENXBIO Inc. (the “Company”), based upon the recommendation of the Nominating and Corporate Governance Committee of the Board, elected Alexandra Glucksmann, Ph.D., as a Class I director, effective immediately. Ms. Glucksmann’s initial term began after the Company’s 2018 annual meeting of stockholders and will expire at the Company’s 2019 annual meeting of stockholders. The Board has determined that Ms. Glucksmann is an independent director in accordance with applicable Securities and Exchange Commission (“SEC”) and Nasdaq rules.

Pursuant to the Company’s compensation program for non-employee directors, Ms. Glucksmann was granted an option to purchase 25,000 shares of the Company’s common stock at an exercise price of \$49.45 per share, the closing price per share of the common stock on May 25, 2018, the date on which she joined the Board. Such option will vest in equal monthly installments over a period of three years from the date of the grant, except that in the event of a change of control of the Company or death, the option will accelerate and become immediately exercisable. Ms. Glucksmann will also receive a \$35,000 annual retainer for her service on the Board. In addition, she will be eligible to receive, upon the conclusion of each annual meeting of stockholders beginning in 2019, an option to purchase 12,500 shares of the Company’s common stock. Such annual option will vest in equal monthly installments over a period of one year from the date of grant, except that in the event of a change of control of the Company or death, the option will accelerate and become immediately exercisable. The Company’s compensation program for non-employee directors is described in further detail in the Company’s definitive proxy statement filed with the SEC on April 12, 2018 in connection with the Company’s 2018 annual meeting of stockholders.

Ms. Glucksmann and the Company have entered into an indemnification agreement requiring the Company to indemnify her to the fullest extent permitted under Delaware law with respect to her service as a director. The indemnification agreement is in the form entered into with the Company’s other directors and executive officers. The form indemnification agreement is filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (File No. 333-206430), as originally filed on August 17, 2015 and declared effective on September 16, 2015.

A copy of the Company’s press release announcing the election of Ms. Glucksmann is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its 2018 annual meeting of stockholders on May 25, 2018. The final voting results are set forth below. For more information on the following proposals, see the Company’s definitive proxy statement filed with the SEC on April 12, 2018.

Proposal 1: The following three persons were elected to serve as Class III directors until the Company’s 2021 annual meeting of stockholders:

| <u>Nominee</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|----------------------|------------------|-----------------------|-------------------------|
| Luke M. Beshar | 22,473,716 | 2,917,667 | 2,825,020 |
| Kenneth T. Mills | 22,515,353 | 2,876,030 | 2,825,020 |
| David C. Stump, M.D. | 21,063,792 | 4,327,591 | 2,825,020 |

Proposal 2: The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2018:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 28,204,454 | 6,743 | 5,206 | 0 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | REGENXBIO Inc. Press Release dated May 29, 2018. |

SIGNATURES

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: May 29, 2018

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



Alexandra Glucksmann Joins REGENXBIO Board of Directors

Dr. Glucksmann brings 25 years of R&D leadership and operations expertise to the role

ROCKVILLE, Md., May 29, 2018 (PRNewswire) — REGENXBIO Inc. (Nasdaq:RGNX), a leading clinical-stage biotechnology company seeking to improve lives through the curative potential of gene therapy based on its proprietary NAV[®] Technology Platform, today announced the appointment of Alexandra Glucksmann, Ph.D., to its board of directors, effective as of May 25, 2018.

“Dr. Glucksmann has been instrumental to the success of several start-up biotechnology companies over her 25-year career,” said Don Hayden, Chairman of REGENXBIO’s board of directors. “She has consistently brought deep scientific understanding, strategic insight and operational expertise to her many roles, and we are thrilled to welcome Dr. Glucksmann to our board.”

Currently, Dr. Glucksmann holds the position of President and Chief Executive Officer at Cedilla Therapeutics. Previously, she was an Entrepreneur-in-Residence at Third Rock Ventures where she focused on company formation. Before that, she was a founding employee and the Chief Operating Officer at Editas Medicine. She was also a founding employee and Senior Vice President of research and business operations at Cerulean Pharma. She began her career at Millennium Pharmaceuticals as a research scientist and held roles of increasing responsibility, culminating in the role of Vice President of platform technology groups, prior to transitioning into a senior position in strategic program management and operations.

“REGENXBIO is an engine for discovery across the entire gene therapy field, with its own robust clinical development pipeline and multiple licensing agreements with other leading companies,” said Dr. Glucksmann. “The potential for the company’s NAV Technology Platform is remarkable. It is an exciting time to be joining this dynamic team.”

Dr. Glucksmann earned her Ph.D. in Molecular Genetics and Cell Biology from the University of Chicago and completed her postdoctoral fellowship at the Massachusetts Institute of Technology.

About REGENXBIO Inc.

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 Platform Licensees are applying the NAV Technology Platform in the development of a broad pipeline of candidates in multiple therapeutic areas.

Forward Looking Statements

This press release includes “forward-looking statements,” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. 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 statements relating to, among other things, REGENXBIO’s future operations. 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 timing of enrollment, commencement and completion and the success of clinical trials conducted by REGENXBIO, its licensees and its partners; the timing of commencement and completion and the success of preclinical studies conducted by REGENXBIO and its development partners, 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. Refer 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, 2017 and comparable “risk factors” 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 (SEC) and are available on the SEC’s website at www.sec.gov. All of the forward-looking statements made in this press release 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 businesses 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 press release. These forward-looking statements speak only as of the date of this press release. REGENXBIO does not undertake any obligation, and specifically declines 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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