
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE TO

(Amendment No. 1)
(Rule 13a-4)
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

REGENXBIO Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, Par Value \$0.0001 per share
(Title of Class of Securities)

75901B107
(CUSIP Number of Class of Securities)

Curran Simpson
President and Chief Executive Officer
REGENXBIO Inc.
9804 Medical Center Drive
Rockville, Maryland 20850
(240) 552-8181

(Name, Address, and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)

With Copies to:

Patrick J. Christmas
Executive Vice President, Chief Strategy and Legal Officer
REGENXBIO Inc.
9804 Medical Center Drive
Rockville, Maryland 20850
(240) 552-8181

Kerry Shannon Burke
Matthew C. Franker
Covington & Burling LLP
One CityCenter
850 Tenth Street N.W.
Washington, D.C. 20001
(202) 662-6000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
 Issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 1 to Schedule TO (together with any exhibits and annexes attached hereto, this “*Amendment No. 1*”), is filed by REGENXBIO Inc., a Delaware corporation (the “Company”), and amends and supplements the Tender Offer Statement on Schedule TO filed by the Company with the Securities and Exchange Commission on June 3, 2026 (the “*Schedule TO*”). The Schedule TO relates to an offer by the Company (the “*Exchange Offer*”) to certain non-executive employees to exchange some or all of their eligible outstanding options to purchase shares of the Company’s common stock for replacement options to purchase shares of the Company’s common stock, upon the terms and subject to the conditions set forth in the Offer to Exchange Eligible Options for Replacement Options dated June 3, 2026 (the “*Offer to Exchange*”), included as Exhibit (a)(1)(A) to the Schedule TO and incorporated herein by reference.

This Amendment No. 1 is being made to reflect certain updates as described below. Except as otherwise set forth in this Amendment No. 1, the information set forth in the Schedule TO and the exhibits filed therewith remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment No. 1. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule TO. You should read this Amendment No. 1 together with the Schedule TO and the Offer to Exchange.

Item 12. Exhibits.

Exhibit Number	Description
(a)(1)(A)*	Offer to Exchange Eligible Options for Replacement Options, dated June 3, 2026
(a)(1)(B)*	Communication to Employees from Chief People Officer, sent on June 3, 2026
(a)(1)(C)*	Form of Announcement Email
(a)(1)(D)*	Terms of Election
(a)(1)(E)*	Form of Confirmation Email
(a)(1)(F)*	Form of Reminder Email
(a)(1)(G)*	Screenshots of Option Exchange Website
(a)(1)(H)*	Option Exchange Frequently Asked Questions
(a)(1)(I)*	Employee Presentation
(a)(1)(J)	Communication to Eligible Employees from Chief People Officer, sent on July 1, 2026
(b)	Not applicable
(d)(1)*	2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 of the Registration Statement on Form S-1/A (File No. 333-206430) filed with the SEC on September 15, 2015)
(d)(2)*	Form of Restricted Stock Unit Award Agreement for the 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 of the Annual Report on Form 10-K (File No. 001-37553) filed with the SEC on March 1, 2021)
(d)(3)*	Form of Stock Option Award Agreement for the 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 of the Annual Report on Form 10-K (File No. 001-37553) filed with the SEC on March 1, 2021)
(d)(4)*	REGENXBIO Inc. 2025 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 of the Registration Statement on Form S-8 (File No. 333-288040) filed with the SEC on June 13, 2025)
(d)(5)*	Form of Restricted Stock Unit Award Agreement for the 2025 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 of the Quarterly Report on Form 10-Q (File No. 001-37553) filed with the SEC on August 7, 2025)
(d)(6)*	Form of Stock Option Award Agreement for the 2025 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 of the Quarterly Report on Form 10-Q (File No. 001-37553) filed with the SEC on August 7, 2025)
(d)(7)*	2015 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.4 of the Registration Statement on Form S-1/A (File No. 333-206430) filed with the SEC on September 8, 2015)
(g)	Not applicable
(h)	Not applicable
107*	Filing Fee Table

* Previously filed.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

REGENXBIO INC.

Date: July 1, 2026

By: /s/ Curran Simpson
President and Chief Executive Officer

Final reminder email to Eligible Employees

- To be sent July 1st
- From Shiva Fritsch, Chief Communications and People Officer
- To Eligible Employees

Subject: Reminder: Stock Option Exchange Elections Close at Midnight Today!

As a reminder, the election window for the voluntary Stock Option Exchange Program closes at **11:59 p.m. ET on Wednesday July 1, 2026**.

Whether you have already submitted your election(s) or are still considering your options, we encourage you to log in to the exchange website to review your election(s) before the deadline.

<https://myoptionexchange.com>

After the election window closes, no further changes can be made. If you don't submit an election by the deadline, your eligible stock options will remain unchanged.

If you have any questions, please review the program materials on the exchange website or email optionexchange@regenxbio.com.

Participation in the Option Exchange is voluntary. REGENXBIO and its Board of Directors make no recommendation as to whether you should participate or refrain from participating in the Option Exchange. You must make your own decision whether to participate. You should speak with your financial, legal and/or tax advisors as necessary, before deciding whether to participate in the Option Exchange. The Option Exchange is being made pursuant to the terms and conditions set forth in REGENXBIO's Tender Offer Statement on Schedule TO and the exhibits attached thereto, including the Offer to Exchange Eligible Options for Replacement Options, filed with the Securities and Exchange Commission, which are available free of charge at <http://www.sec.gov> or on the Option Exchange website located at: <https://myoptionexchange.com>. You should read these written materials carefully because they contain important information about the Option Exchange, including related risks.
