SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 APPROVAL	
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1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BESHAR LUKE M	REGENXBIO Inc. [RGNX]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/19/2018	___ Officer (give title below) ___ Other (specify below)
C/O REGENXBIO INC. 9600 BLACKWELL ROAD, SUITE 210 (Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
ROCKVILLE MD 20850 (City) (State) (Zip)		X Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

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			
Common Stock	11/19/2018		M[1]		2,604	A	$49.45	2,604	D	
Common Stock	11/19/2018		M[1]		6,250	A	$18.85	8,854	D	
Common Stock	11/19/2018		M[1]		3,262	A	$12.74	12,116	D	
Common Stock	11/19/2018		S[1]		10,916	D	$60.26[2]	1,200	D	
Common Stock	11/19/2018		S[1]		600	D	$62.81[3]	600	D	
Common Stock	11/19/2018		S[1]		600	D	$63.53[4]	0.00	D	
Common Stock	11/20/2018		M[1]		4,688	A	$22	4,688	D	
Common Stock	11/20/2018		M[1]		2,988	A	$12.74	7,676	D	
Common Stock	11/20/2018		M[1]		13,500	A	$3.76	21,176	D	
Common Stock	11/20/2018		S[1]		21,176	D	$60.38[5]	0.00	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. 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	Amount or Number of Shares				
Stock Option (Right to Buy)	$49.45	11/19/2018		M[1]			2,604	[6]	05/25/2028	Common Stock	2,604	$0.00	9,896	D	
Stock Option (Right to Buy)	$18.85	11/19/2018		M[1]			6,250	[7]	05/24/2027	Common Stock	6,250	$0.00	6,250	D	
Stock Option (Right to Buy)	$12.74	11/19/2018		M[1]			3,262	[8]	06/01/2026	Common Stock	3,262	$0.00	9,238	D	
Stock Option (Right to Buy)	$22	11/20/2018		M[1]			4,688	[9]	09/16/2025	Common Stock	4,688	$0.00	4,687	D	
Stock Option (Right to Buy)	$12.74	11/20/2018		M[1]			2,988	[8]	06/01/2026	Common Stock	2,988	$0.00	6,250	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. 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	Amount or Number of Shares				
Stock Option (Right to Buy)	$3.76	11/20/2018		M(1)			13,500	(10)	05/18/2025	Common Stock	13,500	$0.00	66,500	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 $60.00 to $60.685. 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 $62.06 to $63.00. 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. This transaction was executed in multiple trades at prices ranging from $63.34 to $64.00. 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.

5. This transaction was executed in multiple trades at prices ranging from $60.00 to $60.82. 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.

6. The previously granted option, representing a right to purchase a total of 12,500 shares, became exercisable as follows: the option vests in 12 equal monthly installments following May 25, 2018.

7. The previously granted option, representing a right to purchase a total of 12,500 shares, became exercisable as follows: the option vested in 12 equal monthly installments following May 24, 2017.

8. The previously granted option, representing a right to purchase a total of 12,500 shares, became exercisable as follows: the option vested in 12 equal monthly installments following June 1, 2016.

9. The previously granted option, representing a right to purchase a total of 9,375 shares, became exercisable as follows: the option vested in nine equal monthly installments following September 16, 2015.

10. The previously granted option, representing a right to purchase a total of 80,000 shares, became exercisable as follows: 25% of the shares subject to this option vested on May 19, 2015, and the balance vested in equal monthly installments over the 24 months thereafter.

Remarks:

/s/ Patrick J. Christmas as attorney-in-fact	11/21/2018
** 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.