

BESHAR LUKE M  
Form 4  
November 21, 2018

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BESHAR LUKE M**

2. Issuer Name and Ticker or Trading Symbol  
**REGENXBIO Inc. [RGNX]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O REGENXBIO INC., 9600  
BLACKWELL ROAD, SUITE 210**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/19/2018**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

(Street)  
**ROCKVILLE, MD 20850**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting 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)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/19/2018		M <sup>(1)</sup>		2,604	A	\$ 49.45
Common Stock	11/19/2018		M <sup>(1)</sup>		6,250	A	\$ 18.85
Common Stock	11/19/2018		M <sup>(1)</sup>		3,262	A	\$ 12.74
Common Stock	11/19/2018		S <sup>(1)</sup>		10,916	D	\$ 60.26
Common Stock	11/19/2018		S <sup>(1)</sup>		600	D	\$ 62.81

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Common Stock	11/19/2018	<u>S<sup>(1)</sup></u>	600	D	<u>(3)</u> \$ 63.53	0	D
Common Stock	11/20/2018	<u>M<sup>(1)</sup></u>	4,688	A	<u>(4)</u> \$ 22	4,688	D
Common Stock	11/20/2018	<u>M<sup>(1)</sup></u>	2,988	A	\$ 12.74	7,676	D
Common Stock	11/20/2018	<u>M<sup>(1)</sup></u>	13,500	A	\$ 3.76	21,176	D
Common Stock	11/20/2018	<u>S<sup>(1)</sup></u>	21,176	D	<u>(5)</u> \$ 60.38	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 49.45	11/19/2018		<u>M<sup>(1)</sup></u>	2,604	<u>(6)</u> 05/25/2028	Common Stock	2,604
Stock Option (Right to Buy)	\$ 18.85	11/19/2018		<u>M<sup>(1)</sup></u>	6,250	<u>(7)</u> 05/24/2027	Common Stock	6,250
Stock Option (Right to Buy)	\$ 12.74	11/19/2018		<u>M<sup>(1)</sup></u>	3,262	<u>(8)</u> 06/01/2026	Common Stock	3,262

Stock Option (Right to Buy)	\$ 22	11/20/2018	M <sup>(1)</sup>	4,688	<u>(9)</u>	09/16/2025	Common Stock	4,688
Stock Option (Right to Buy)	\$ 12.74	11/20/2018	M <sup>(1)</sup>	2,988	<u>(8)</u>	06/01/2026	Common Stock	2,988
Stock Option (Right to Buy)	\$ 3.76	11/20/2018	M <sup>(1)</sup>	13,500	<u>(10)</u>	05/18/2025	Common Stock	13,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BESHAR LUKE M  
C/O REGENXBIO INC.  
9600 BLACKWELL ROAD, SUITE 210  
ROCKVILLE, MD 20850

## Signatures

/s/ Patrick J. Christmas as  
attorney-in-fact

11/21/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

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

(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.

(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)

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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.

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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