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| <b>OMB APPROVAL</b>                             |           |
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| Estimated average burden<br>hours per response: | 0.5       |

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>Christmas Patrick J.</u><br><br>(Last) (First) (Middle)<br>C/O REGENXBIO INC.<br>9600 BLACKWELL ROAD, SUITE 210<br><br>(Street)<br>ROCKVILLE MD 20850<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>REGENXBIO Inc. [ RGNX ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP, General Counsel</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/30/2019</u>         |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |   |

**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) |   |  |   |
| Common Stock <sup>(1)</sup>     | 06/30/2019                           |  | A                              |   | 52  | A          | \$36.83 <sup>(2)</sup>  | 3,058  | D   |
| Common Stock                    | 07/18/2019                           |  | M <sup>(3)</sup>               |   | 100   | A          | \$19.5  | 3,158  | D   |
| Common Stock                    | 07/18/2019                           |  | s <sup>(3)</sup>               |   | 100   | D          | \$50  | 3,058  | D   |
| Common Stock                    | 07/19/2019                           |  | M <sup>(3)</sup>               |   | 4,900   | A          | \$19.5  | 7,958  | D   |
| Common Stock                    | 07/19/2019                           |  | s <sup>(3)</sup>               |   | 4,900   | D          | \$50.03   | 3,058  | 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 |   |  |  |   |  |
| Stock Option (Right to Buy)                | \$19.5   | 07/18/2019                           |  | M <sup>(3)</sup>               |   |  | 100   | (4)  | 01/03/2027      | Common Stock  | 100  | \$0.00   | 9,541   | D  |
| Stock Option (Right to Buy)                | \$19.5   | 07/19/2019                           |  | M <sup>(3)</sup>               |   |  | 4,900 | (4)  | 01/03/2027      | Common Stock  | 4,900                                      | \$0.00   | 4,641   | D  |

**Explanation of Responses:**

- The reporting person is voluntarily reporting the acquisition of shares of the Issuer's common stock pursuant to the REGENXBIO Inc. Employee Stock Purchase Plan ("ESPP") for the ESPP purchase period of January 1, 2019 through June 30, 2019. This transaction is exempt under Rule 16b-3(c).
- In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the Issuer's common stock on January 2, 2019.
- This transaction was effected pursuant to a Rule 10b5-1 trading plan.
- The previously granted option, representing a right to purchase a total of 11,100 shares, became exercisable as follows: 25% of the shares subject to this option vested on January 4, 2018, and the balance vests in equal monthly installments over the 36 months thereafter while the optionee provides continuous service to the Issuer.

**Remarks:**

/s/ Patrick J. Christmas 07/22/2019

\*\* 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.**