FORM 4

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

wasnington,	D.C.	20548

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden 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).

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

Name and Address of Reporting Person* Fox Allan M.						2. Issuer Name and Ticker or Trading Symbol REGENXBIO Inc. [RGNX]								Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
C/O REGENXBIO INC. 9600 BLACKWELL ROAD, SUITE 210					07/2	27/2020			`	h/Day/Year)		Officer (give title Other (specify below) below)							
(Street) ROCKVILLE MD 20850						4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S	tate)	(Zip)																
		Та	ble I - N	on-Deriva	tive	Securit	ies Ac	quirec	l, Di	sposed of	, or Be	neficia	ally Own	ed					
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year		Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (AD Disposed Of (D) (Instr. 35)		d (A) or : 3, 4 and	Benefici	es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct Ir ndirect B r. 4) C	. Nature of ndirect leneficial lenership nstr. 4)				
								Code	v	Amount	(A) or (D)	Price	Transaci (Instr. 3	tion(s)		'	11341. 4)		
Common	Stock			07/27/20	020			G	v	225,000	D	\$0.00	1,41	4,110	I	I F	By The Allan M. Fox Revocable Crust ⁽¹⁾		
Common	Stock			07/27/20	020			G	V	225,000	A	\$0.00	225	,000	I	I E	By The Harriette B. Fox Revocable Crust ⁽²⁾		
Common Stock		08/06/2020				G	V	90,000	D	\$0.00	1,32	4,110	I	I F	By The Allan M. Fox Revocable Trust ⁽¹⁾				
Common Stock		08/06/2020				G	v	90,000	A	\$0.00	315	,000	1	I E	By The Harriette B. Fox Revocable Crust ⁽²⁾				
Common	Stock												278	,541	I	g r a	grantor etained nnuity rust ⁽³⁾		
Common	Stock												315	,000	I		By AMF Gift Trust LLC ⁽⁴⁾		
Common Stock												722	,485]	I F	By AMF Camily Gift Trust LLC ⁽⁴⁾			
Common Stock											1,41	2,542	I		By DING LLC ⁽⁴⁾				
			Table II							oosed of, o				d					
1. Title of 2. 3. Transaction Derivative Conversion Date Execution Date, or Exercise (Month/Day/Year)		4. Trans	saction (Instr. S		e Exer	cisable and	cisable and ate 7. Title and Amount of			8. Price of Derivative Security (Instr. 5) Securities Beneficia Owned Following Reported Transacti (Instr. 4)		10. Ownership Form: Direct (D) or Indirect I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)						

		Tal	le II - Derivat (e.g., pı					options,	onvertib		or	ı -	d		
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deemed	Code Transa	V		um(D) r	Expertis Elater Expiration D		7itTëti Amou	Salnalres ntof	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature
ESeptantation	noorf⊞Respisens	€ tonth/Day/Year)	if any	Code	(Instr.	Deri	vative	(Month/Day/	(ear)	Secur		Security	Securities	Form:	Beneficial
1. At the time	Price of of the transac Derivative	tion, the reporting pe ownership of such sh	rson was a trustee of	The All	an M. F	ox Recu	irities Vocable	Trust, which v	as the direct l	" Under Deriva	lying ar owner of	(Instr. 5) the shares of	Beneficially the Issuer's comm Owned	" Direct (D) non stock the or indirect	Ownership (Instr. 4)
person discla	ins beneficial	ownership of such sh	ares. Such shares are	now he	ld by DI	$(A)^{1}$	TC."			. Secur	ity (Instr.			. (I) (Instr. 4)	
2. This transa	action involved	a gift of shares of co	mmon stock held by	The All	an M. F	o: Disp	osedle	Trust to The F	arriette B. Fo	x Rand					
proporting pers	son s spouse. 1	ne snares subsequen	ny were transferred to) HDF (mi mus	LELE	OII Au	gust 0, 2020. 11	ic reporting p	cison ui	sclaims bei	neficial owner	rs Transagtinn(s) r	es except to the	e extent of
		est therein, and the inc	clusion of these share	s in this	report s	hunsi and	5t 5e4te 5)	emed an admis	sion of benefi	cial ow	nership of a	all of the repo	rt ursH ar e s for pur	poses of Secti	on 16 or for
any other pur							•,								
3. The shares are held by DUNE, a grantor retained annuity trust established by The Allan M. Fox Revocable Trust. The reporting person serves as the trustee of DUNE.															
4. The reporting person disclaims beneficial ownership of such shares except to the extent of his indirect pecuniary interest therein, and the reporting person of these shares in this report shall not be deemed an															
admission of	beneficial owr	ership of all of the re	ported shares for pur	poses of	Section	<u>ı</u> 16 oı	for an	y other purpose	:		Number				
Remarks	:			Code	_v	(A)	(D)	Date Exercisable	Expiration Date	 _{Title}	of Shares				

09/18/2020

** 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.