

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

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 3, 2021

REGENXBIO Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37553
(Commission
File Number)

47-1851754
(I.R.S. Employer
Identification No.)

9804 Medical Center Drive
Rockville, Maryland
(Address of principal executive offices)

20850
(Zip Code)

(240) 552-8181
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	RGNX	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 under the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 3, 2021, Luke M. Beshar notified REGENXBIO Inc. (the “Company”) of his resignation from the Board of Directors of the Company (the “Board”), effective immediately. With best wishes, the Company thanks Mr. Beshar for his dedicated service and valuable contributions.

On September 3, 2021, the Board, based upon the recommendation of the Nominating and Corporate Governance Committee, elected Jean Bennett, M.D., Ph.D., as a Class II director of the Company and a member of the Nominating and Corporate Governance Committee, effective immediately. Dr. Bennett’s initial term will expire at the Company’s 2023 annual meeting of stockholders. The Board has determined that Dr. Bennett is an independent director in accordance with applicable rules of the U.S. Securities and Exchange Commission (the “SEC”) and the NASDAQ Global Select Market (“Nasdaq”).

On September 3, 2021, the Board, based upon the recommendation of the Nominating and Corporate Governance Committee, elected George V. Migausky as a Class III director of the Company and a member of the Audit Committee, effective immediately. Mr. Migausky’s initial term will expire at the Company’s 2024 annual meeting of stockholders. The Board has determined that Mr. Migausky is an independent director in accordance with applicable rules of the SEC and Nasdaq.

Pursuant to the Company’s compensation program for non-employee directors, each of Dr. Bennett and Mr. Migausky was granted an option to purchase 20,000 shares of the Company’s common stock at an exercise price of \$34.98 per share. Each such option will vest in equal monthly installments over a period of 36 months from the date of the grant, except that in the event of a change of control of the Company or death, the option will accelerate and become immediately exercisable. Each of Dr. Bennett and Mr. Migausky will also receive a \$40,000 annual retainer for their service on the Board. Dr. Bennett will receive an additional \$5,000 annual retainer for her service on the Nominating and Corporate Governance Committee and Mr. Migausky will receive an additional \$9,000 annual retainer for his service on the Audit Committee. Each of Dr. Bennett and Mr. Migausky will be eligible to receive, upon the conclusion of each annual meeting of stockholders beginning in 2022, an option to purchase 10,000 shares of the Company’s common stock. Each such annual option will vest in equal monthly installments over a period of 12 months from the date of grant, except that in the event of a change of control of the Company or death, the option will accelerate and become immediately exercisable. The Company’s compensation program for non-employee directors is described in further detail in the Company’s definitive proxy statement filed with the SEC on April 19, 2021 in connection with the Company’s 2021 annual meeting of stockholders.

Each of Dr. Bennett and Mr. Migausky has entered into an indemnification agreement with the Company requiring the Company to indemnify them to the fullest extent permitted under Delaware law with respect to their service as directors. The indemnification agreement is in the form entered into with the Company’s other directors and executive officers. The form indemnification agreement is filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (File No. 333-206430), as originally filed on August 17, 2015 and declared effective on September 16, 2015.

A copy of the Company’s press release announcing the resignation of Mr. Beshar, the election of Dr. Bennett and the election of Mr. Migausky is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	REGENXBIO Inc. press release dated September 7, 2021.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGENXBIO INC.

Date: September 7, 2021

By: /s/ Patrick J. Christmas II
Patrick J. Christmas II
Senior Vice President and Chief Legal Officer



Dr. Jean Bennett and George Migausky Join REGENXBIO Board of Directors

- *Renowned gene therapy pioneer and biotechnology executive bring extensive R&D leadership and financial and operational expertise to the Board*

ROCKVILLE, Md., September 7, 2021 — REGENXBIO Inc. (Nasdaq: RGNX) today announced the appointment of Jean Bennett, M.D., Ph.D., and George Migausky to its Board of Directors, effective September 3, 2021. Dr. Bennett, a leading molecular genetics researcher, is the F.M. Kirby Emeritus Professor of Ophthalmology at the Perelman School of Medicine and previously served as director of the Center for Advanced Retinal and Ocular Therapeutics (CAROT) at the University of Pennsylvania. She will serve as a member of REGENXBIO's Nominating and Corporate Governance Committee. Mr. Migausky brings more than 30 years of public company leadership and senior financial management experience. He will serve as a member of REGENXBIO's Audit Committee.

"Jean is a renowned and dynamic researcher who has made significant contributions to gene therapy translational studies throughout her career. She was a pioneer in the development of the first FDA-approved gene therapy product, Luxturna[®], and continues to collaborate with experts in the field. Her deep expertise, particularly in the field of retinal gene therapy, will make her an invaluable addition to our Board," said Allan Fox, Chairman of REGENXBIO's Board of Directors. "George has significant leadership experience and brings substantial financial management, operational, and business development knowledge and expertise to our Board, including in the field of AAV gene therapy. We look forward to partnering with George and benefiting from the valuable perspective and guidance that he will bring to our Board as we advance our potential one-time gene therapies."

"REGENXBIO is a leader in the development of gene therapies across a broad range of diseases," said Dr. Bennett. "I am pleased to join the Board at this important time for the company as it advances numerous clinical programs, including the pivotal program for RGX-314, its lead product candidate, for the treatment of wet age-related macular degeneration and the Phase II trial of RGX-314 for the treatment of diabetic retinopathy. I look forward to collaborating with the Board and executive management as we seek to bring important gene therapies to patients."

"I am honored to join the REGENXBIO Board of Directors during this exciting time of important growth for the company," said Mr. Migausky. "REGENXBIO offers an exciting opportunity to be part of an experienced leadership team advancing an impressive pipeline of innovative new gene therapies with the potential to make a truly meaningful impact for patients."

In addition to Dr. Bennett's positions at the University of Pennsylvania, she has been an Investigator at the Center for Cellular and Molecular Therapeutics at The Children's Hospital of Philadelphia (CHOP) for more than a decade. She also co-founded life science companies Spark Therapeutics (acquired by Roche), GenSight Biologics and Limelight Bio. Prior to the University of Pennsylvania, Dr. Bennett worked as an academic instructor at the Johns Hopkins University School of Medicine. In more than 25 years of academic research, Dr. Bennett has published or contributed to more than 120 peer-reviewed publications on gene therapy, including her pioneering work on gene therapy delivery of RPE65, which was foundational to the approval of Luxturna[®]. Dr. Bennett received her Ph.D. in Zoology and Cell Biology from the University of California, Berkeley, and obtained an M.D. from Harvard University. She also completed postdoctoral fellowships in Radiobiology and Environmental Health at the University of California, San Francisco, Human Genetics at Yale School of Medicine and Development Genetics at the Johns Hopkins University School of Medicine. She received her B.S. in Biology from Yale University.

Mr. Migausky currently serves on the Board of Directors of Immunovant, Inc. He previously served as interim Chief Financial Officer for Ocular Therapeutix, Inc. and as Executive Vice President and Chief Financial Officer of Dyax Corp., a position he held from 2008 through the company's acquisition by Shire in 2016. Earlier, he served as Chief Financial Officer of Wellstat Management Company and as Chief Financial Officer of IGEN International and BioVeris Corporation from 1986 through their acquisitions by F. Hoffman LaRoche in 2004 and 2007, respectively. Additionally, Mr. Migausky has served as a director at Hyperion Catalysis International since 2008 and as a trustee at the Massachusetts Eye and Ear Institute since 2015. He previously served as a director at Dimension Therapeutics, Inc. Mr. Migausky obtained a B.S. from Boston College and an M.B.A. in Finance from Babson College.

REGENXBIO also announced that Luke M. Beshar has resigned from its Board of Directors, effective September 3, 2021.

Mr. Fox continued, "As we welcome both Jean and George to the Board, we also extend our gratitude to Luke for his service to the Company. He has been a tremendous resource to REGENXBIO through our growth as a public company."

About REGENXBIO Inc.

REGENXBIO is a leading clinical-stage biotechnology company seeking to improve lives through the curative potential of gene therapy. REGENXBIO's NAV[®] Technology Platform, a proprietary adeno-associated virus (AAV) gene delivery platform, consists of exclusive rights to more than 100 novel AAV vectors, including AAV7, AAV8, AAV9 and AAVrh10. REGENXBIO and its third-party NAV Technology Platform Licensees are applying the NAV Technology Platform in the development of a broad pipeline of candidates in multiple therapeutic areas.

Luxturna[®] is a registered trademark of Spark Therapeutics, Inc. All other trademarks referenced herein are registered trademarks of REGENXBIO.

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