

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* <b>BESHAR LUKE M</b>  (Last) (First) (Middle) <b>C/O REGENXBIO INC.</b> <b>9600 BLACKWELL ROAD, SUITE 210</b>  (Street) <b>ROCKVILLE MD 20850</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>REGENXBIO Inc. [ RGNX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/19/2018</b>	
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)	Price			
Common Stock	11/19/2018		M <sup>(1)</sup>		2,604	A	\$49.45	2,604	D	
Common Stock	11/19/2018		M <sup>(1)</sup>		6,250	A	\$18.85	8,854	D	
Common Stock	11/19/2018		M <sup>(1)</sup>		3,262	A	\$12.74	12,116	D	
Common Stock	11/19/2018		S <sup>(1)</sup>		10,916	D	\$60.26 <sup>(2)</sup>	1,200	D	
Common Stock	11/19/2018		S <sup>(1)</sup>		600	D	\$62.81 <sup>(3)</sup>	600	D	
Common Stock	11/19/2018		S <sup>(1)</sup>		600	D	\$63.53 <sup>(4)</sup>	0.00	D	
Common Stock	11/20/2018		M <sup>(1)</sup>		4,688	A	\$22	4,688	D	
Common Stock	11/20/2018		M <sup>(1)</sup>		2,988	A	\$12.74	7,676	D	
Common Stock	11/20/2018		M <sup>(1)</sup>		13,500	A	\$3.76	21,176	D	
Common Stock	11/20/2018		S <sup>(1)</sup>		21,176	D	\$60.38 <sup>(5)</sup>	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
Stock Option (Right to Buy)	\$49.45	11/19/2018		M <sup>(1)</sup>			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 <sup>(1)</sup>			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 <sup>(1)</sup>			3,262	(8)	06/01/2026	Common Stock	3,262	\$0.00	9,238	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
Stock Option (Right to Buy)	\$22	11/20/2018		M <sup>(1)</sup>			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 <sup>(1)</sup>			2,988	(8)	06/01/2026	Common Stock	2,988	\$0.00	6,250	D	
Stock Option (Right to Buy)	\$3.76	11/20/2018		M <sup>(1)</sup>			13,500	(10)	05/18/2025	Common Stock	13,500	\$0.00	66,500	D	

**Explanation of Responses:**

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

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