

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Christmas Patrick J.</u>			2. Issuer Name and Ticker or Trading Symbol <u>REGENXBIO Inc. [RGNX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ X Officer (give title below) _____ Other (specify below) _____ Chief Legal Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/08/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O REGENXBIO INC. 9600 BLACKWELL ROAD, SUITE 210			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ROCKVILLE MD 20850</u>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/08/2021		M ⁽¹⁾		10,000	A	\$12.1	26,372	D	
Common Stock	01/08/2021		S ⁽¹⁾		4,618	D	\$46.43 ⁽²⁾	21,754	D	
Common Stock	01/08/2021		S ⁽¹⁾		4,062	D	\$47.42 ⁽³⁾	17,692	D	
Common Stock	01/08/2021		S ⁽¹⁾		1,320	D	\$48.13 ⁽⁴⁾	16,372	D	
Common Stock	01/11/2021		M ⁽¹⁾		7,500	A	\$12.1	23,872	D	
Common Stock	01/11/2021		M ⁽¹⁾		2,622	A	\$19.5	26,494	D	
Common Stock	01/11/2021		S ⁽¹⁾		10,122	D	\$49.08 ⁽⁵⁾	16,372	D	
Common Stock	01/12/2021		M ⁽¹⁾		1,378	A	\$19.5	17,750	D	
Common Stock	01/12/2021		S ⁽¹⁾		1,378	D	\$49.15 ⁽⁶⁾	16,372	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$12.1	01/08/2021		M ⁽¹⁾		10,000	(7)	08/17/2026	Common Stock	10,000	\$0.00	29,931	D	
Employee Stock Option (Right to Buy)	\$12.1	01/11/2021		M ⁽¹⁾		7,500	(7)	08/17/2026	Common Stock	7,500	\$0.00	22,431	D	
Stock Option (Right to Buy)	\$19.5	01/11/2021		M ⁽¹⁾		2,622	(8)	01/03/2027	Common Stock	2,622	\$0.00	2,019	D	
Stock Option (Right to Buy)	\$19.5	01/12/2021		M ⁽¹⁾		1,378	(8)	01/03/2027	Common Stock	1,378	\$0.00	641	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 \$45.86 to \$46.84. 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 \$46.87 to \$47.85. 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 \$47.87 to \$48.74. 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 \$49.00 to \$49.42. 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 \$49.00 to \$49.32. 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.

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.

7. The previously granted option, representing a right to purchase a total of 125,000 shares, became exercisable as follows: 25% of the shares subject to this option vested on August 18, 2017, and the balance vested in equal monthly installments over the 36 months thereafter.

8. 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 vested in equal monthly installments over the 36 months thereafter.

Remarks:

/s/ Patrick J. Christmas

01/12/2021

** 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.