

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

1. Name and Address of Reporting Person* <u>Mills Kenneth T.</u>  (Last) (First) (Middle) C/O REGENXBIO INC. 9600 BLACKWELL ROAD, SUITE 210  (Street) ROCKVILLE MD 20850  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REGENXBIO Inc. [ RGNX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 04/22/2019	
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	04/22/2019		M <sup>(1)</sup>		15,000	A	\$0.85	261,000	D	
Common Stock	04/22/2019		S <sup>(1)</sup>		3,401	D	\$49.29 <sup>(2)</sup>	257,599	D	
Common Stock	04/22/2019		S <sup>(1)</sup>		6,929	D	\$50.31 <sup>(3)</sup>	250,670	D	
Common Stock	04/22/2019		S <sup>(1)</sup>		3,270	D	\$51.07 <sup>(4)</sup>	247,400	D	
Common Stock	04/22/2019		S <sup>(1)</sup>		1,300	D	\$52.33 <sup>(5)</sup>	246,100	D	
Common Stock	04/22/2019		S <sup>(1)</sup>		100	D	\$53.05	246,000	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						Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$0.85	04/22/2019		M <sup>(1)</sup>			15,000	(6)	09/23/2024	Common Stock	15,000	\$0.00	144,670	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 \$48.81 to \$49.79. 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 \$49.81 to \$50.80. 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 \$50.81 to \$51.66. 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 \$51.84 to \$52.80. 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 708,200 shares, became exercisable as follows: 474,490 of the shares subject to the option are initial shares ("Initial Shares") and 233,710 of the shares subject to the option are contingent shares ("Contingent Shares"). 120,394 of the Initial Shares vested on September 17, 2014, 88,524 of the Initial Shares vested on September 17, 2015 and an additional 7,377 of the Initial Shares vested upon each month of continuous service to the Company thereafter. 25% of the Contingent Shares were deemed vested as of September 17, 2014 on January 13, 2015 due to a subsequent event. The remainder of the Contingent Shares vested over four years of service following September 17, 2014, with 25% of the remaining 75% of Contingent Shares having vested on September 17, 2015 and the remaining Contingent Shares having vested in 36 equal monthly installments thereafter.

**Remarks:**

/s/ Patrick J. Christmas as  
attorney-in-fact

04/24/2019

\*\* 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.

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