
**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 16, 2024

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
(IRS Employer
Identification No.)

9804 Medical Center Drive
Rockville, Maryland
(Address of Principal Executive Offices)

20850
(Zip Code)

Registrant's Telephone Number, Including Area Code: 240 552-8181

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:

- 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, par value \$0.0001 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 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

Appointment of Chief Financial Officer

On September 16, 2024, the board of directors (the “Board” of REGENXBIO Inc. (the “Company”) appointed Mitchell Chan as Executive Vice President, Chief Financial Officer and Principal Accounting Officer, effective immediately. Mr. Chan, 43, brings to REGENXBIO nearly two decades of financial leadership experience at healthcare companies. Most recently, he served as Operating Partner at Catalio Capital Management, an investment firm focused on innovative biotechnology companies, where he served as acting CFO of several portfolio companies and advised on the firm’s investments. From 2018 to 2021, Mr. Chan was Chief Financial Officer of Viela Bio, Inc. (“Viela”), where he oversaw a successful initial public offering and its \$3 billion acquisition by Horizon Therapeutics. Prior to Viela, Mr. Chan held various financial and investor relations leadership roles at AstraZeneca and Genentech-Roche, among other companies. He has served on the board of directors of Avalo Therapeutics since 2021. Mr. Chan holds an M.S. in Medical Biophysics, an M.B.A, and a B.S. in Biochemistry from the University of Toronto.

On September 16, 2024, the Company and Mr. Chan entered into an employment agreement (the “Employment Agreement”). Under the terms of the Employment Agreement, Mr. Chan initially will be entitled to a base salary of \$490,000 and annual bonus target will be established at a minimum level of 40% of his base salary, which for the 2024 fiscal year will be prorated from September 16, 2024. In addition, on September 16, 2024 Mr. Chan was granted stock options and restricted stock units with an aggregate grant date fair value of \$3,000,000, of which approximately 75% will consist of stock options and approximately 25% will consist of restricted stock units. The Employment Agreement also provides for certain severance benefits in the event Mr. Chan is terminated without cause or by reason of death or disability, or if he is terminated or resigns for good reason following a change of control.

The foregoing summary of the Employment Agreement does not purport to be complete and is subject to the Form of Employment Agreement for Executive Vice Presidents, the form of which were previously filed as Exhibit 10.9 to the Company’s Annual Report on Form 10-k (File No. 001-37553) filed with the SEC on February 27, 2024. The Company will also enter into its standard form of indemnification agreement for executive officers with Mr. Chan, the form of which were previously filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (File No. 333-206430) filed with the SEC on August 17, 2015.

There are no arrangements or understanding between Mr. Chan and any other persons or entities with respect to his appointment and no family relationships between Mr. Chan and any of the Company’s directors, executive officers, or persons nominated or chosen by the Company to become a director or executive officer. Mr. Chan has not been involved in any related person transactions with the Company that would require disclosure under Item 404(a) of Regulation S-K.

Departure of Chief Financial Officer

The Company also announced that the Board accepted the resignation of Vittal Vasista from his position as Executive Vice President, Chief Financial Officer and Principal Accounting Officer, effective as of September 16, 2024, following more than 15 years with the Company. On September 16, 2024, the Company and Mr. Vasista entered into a Consulting Agreement, for services that he will provide as an advisor to the Company to assist the Chief Executive Officer until January 3, 2025. On September 16, 2024, the Company and Mr. Vasista entered into a Separation Agreement (the “Separation Agreement”). Under the terms of the Separation Agreement, Mr. Vasista will receive a separation allowance of \$500,018 to be paid in three equal installments ending September 16, 2025. Mr. Vasista will be eligible to receive up to 75% of his targeted bonus payment for the fiscal year ending December 31, 2024, pending a determination of corporate and individual goal achievement. In addition, the Company and Mr. Vasista agreed that his outstanding stock options and restricted stock units will continue to vest during his service as an advisor, after which any unvested stock options and restricted stock units will be forfeited. Following the conclusion of his service as an advisor to the Company, Mr. Vasista’s stock options will remain exercisable for three months. The Company also will reimburse Mr. Vasista’s reasonable legal fees in connection with entering into the Separation Agreement and provide the COBRA coverage for Mr. Vasista and his family members through September 30, 2025. The Separation Agreement also contains a release by Mr. Vasista of any claims against the Company arising from or relating to his employment and customary confidentiality, non-disparagement and cooperation covenants. The Consulting Agreement and Separation Agreement will be filed as exhibits to the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2024.

Item 7.01 Regulation FD Disclosure.

On September 17, 2024, the Company issued a press release announcing the transition of the Company’s Chief Financial Officer. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated September 17, 2024
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

SIGNATURES

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 17, 2024

By: /s/ Patrick J. Christmas II
Patrick J. Christmas II
Executive Vice President, Chief Legal Officer



REGENXBIO Appoints Mitchell Chan as Chief Financial Officer

- Life sciences veteran Mitchell Chan joins the company ahead of multiple catalysts across late-stage gene therapy programs
- Vit Vasista steps down following more than 15 years at the Company

ROCKVILLE, Md. -- September 17, 2024 -- REGENXBIO Inc. (Nasdaq: RGNX) today announced that Mitchell Chan has been appointed as Executive Vice President and Chief Financial Officer, effective today. A veteran finance executive and operating partner in the biotechnology industry, Mr. Chan has held key roles in raising capital, business development transactions and operations for nearly 20 years.

"We are excited to welcome Mitchell at this exciting time for REGENXBIO," said Curran Simpson, President and Chief Executive Officer of REGENXBIO. "Mitchell has an extensive track record of successfully driving finance organizations to support growth and deep expertise in strategic planning and capital markets. We look forward to working with Mitch as we continue to advance our product pipeline towards commercialization and deliver value to shareholders."

Mr. Chan brings nearly two decades of biopharmaceutical financial leadership experience to REGENXBIO. Most recently, he served as Operating Partner at Catalio Capital Management, an investment firm focused on innovative biotechnology companies, where he served as acting CFO of several portfolio companies and advised on the firm's investments. From 2018 to 2021, Mr. Chan was CFO of Viela Bio, Inc., where he oversaw a successful IPO and \$3B acquisition by Horizon Therapeutics. Prior to Viela, Mr. Chan held various financial and investor relations leadership roles at AstraZeneca and Genentech-Roche, among other companies. He has served on the Board of Directors of Avalo Therapeutics since 2021. Mr. Chan holds an M.S. in Medical Biophysics, an M.B.A, and a B.S. in Biochemistry from the University of Toronto.

"With several key catalysts on the horizon, I am excited to join REGENXBIO at this important juncture," said Mr. Chan. "I look forward to leveraging my financial and industry experience to support the Company's transition to commercialization and continue the development of next-generation gene therapies for debilitating diseases that lack sustainable or effective treatment options for patients in need."

Mr. Chan succeeds Vit Vasista, who served as Executive Vice President and Chief Financial Officer since 2009. Mr. Vasista will serve as an advisor to the Company through January 3, 2025, to support a smooth transition.

"On behalf of the Board of Directors, our leadership and the entire REGENXBIO team, I thank Vit for his dedication and significant contributions to REGENXBIO," Mr. Simpson continued. "Vit was one of the first team members at REGENXBIO and was instrumental in taking the Company public and ensuring the Company is positioned with a strong balance sheet and cash runway to support the next stage of our journey. We wish him the very best in his next chapter."

ABOUT REGENXBIO Inc.

REGENXBIO is a leading clinical-stage biotechnology company seeking to improve lives through the curative potential of gene therapy. Since its founding in 2009, REGENXBIO has pioneered the development of AAV Therapeutics, an innovative class of gene therapy medicines. REGENXBIO is advancing a pipeline of AAV Therapeutics for retinal and rare diseases, including ABBV-RGX-314 for the treatment of wet AMD and diabetic retinopathy, being developed in collaboration with AbbVie, RGX-202 for the treatment of Duchenne and RGX-121 for the treatment of MPS II. Thousands of patients have been treated with REGENXBIO's AAV Therapeutic platform, including Novartis' Zolgensma® for children

with spinal muscular atrophy. Designed to be one-time treatments, AAV Therapeutics have the potential to change the way healthcare is delivered for millions of people. For more information, please visit WWW.REGENXBIO.COM.

FORWARD-LOOKING STATEMENTS

This press release includes "forward-looking statements," within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements express a belief, expectation or intention and are generally accompanied by words that convey projected future events or outcomes such as "believe," "may," "will," "estimate," "continue," "anticipate," "assume," "design," "intend," "expect," "could," "plan," "potential," "predict," "seek," "should," "would" or by variations of such words or by similar expressions. The forward-looking statements include statements relating to, among other things, REGENXBIO's expectations and evaluations of its leadership and management team and future operations. REGENXBIO has based these forward-looking statements on its current expectations and assumptions and analyses made by REGENXBIO in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors REGENXBIO believes are appropriate under the circumstances. However, whether actual results and developments will conform with REGENXBIO's expectations and predictions is subject to a number of risks and uncertainties, many of which are beyond the control of REGENXBIO. Refer to the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of REGENXBIO's Annual Report on Form 10-K for the year ended December 31, 2023, and comparable "risk factors" sections of REGENXBIO's Quarterly Reports on Form 10-Q and other filings, which have been filed with the U.S. Securities and Exchange Commission (SEC) and are available on the SEC's website at WWW.SEC.GOV. All of the forward-looking statements made in this press release are expressly qualified by the cautionary statements contained or referred to herein. The actual results or developments anticipated may not be realized or, even if substantially realized, they may not have the expected consequences to or effects on REGENXBIO or its businesses or operations. Such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Readers are cautioned not to rely too heavily on the forward-looking statements contained in this press release. These forward-looking statements speak only as of the date of this press release. Except as required by law, REGENXBIO does not undertake any obligation, and specifically declines any obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Zolgensma[®] is a registered trademark of Novartis Gene Therapies. All other trademarks referenced herein are registered trademarks of REGENXBIO.

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