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): October 14, 2015

REGENXBIO INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-37553**	**47-1851754**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

9712 Medical Center Drive, Suite 100 **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))

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

(d) On October 15, 2015, REGENXBIO Inc. (the "Company") announced that the Company's Board of Directors (the "Board") has elected David C. Stump, M.D. as a Class III director of the Company and a member of the Audit and Nominating and Corporate Governance Committees of the Board, effective as of October 14, 2015. Dr. Stump's initial term will expire at the Company's 2018 annual meeting of stockholders. Dr. Stump will also serve as a member of the Audit Committee of the Board replacing Donald J. Hayden, Jr., on the committee. Dr. Stump was elected to fill a vacant seat on the Board. The Board has determined that Dr. Stump is an independent director in accordance with applicable rules of the SEC and The NASDAQ Global Select Market.

Pursuant to the Company's compensation program for non-employee directors, Dr. Stump was granted an option to purchase 25,000 shares of the Company's common stock at an exercise price of $17.89 per share, the closing price per share of the common stock on October 14, 2015 as reported by NASDAQ, the date on which he joined the Board. Such option will vest in equal monthly installments over a period of three years 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. Dr. Stump will also receive a $35,000 annual retainer for his service on the Board, an additional $7,500 annual retainer for his service on the Audit Committee and an additional $4,000 annual retainer for his service on the Nominating and Corporate Governance Committee. In addition, he will be eligible to receive, upon the conclusion of each annual meeting of stockholders beginning in 2016, an option to purchase 12,500 shares of the Company's common stock. Such annual option will vest in equal monthly installments over a period of one year 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 compensation program for non-employee directors is described in further detail in the Company's Registration Statement on Form S-1 (File No. 333-206430), as amended, which is on file with the Securities and Exchange Commission (SEC), as originally filed on August 17, 2015 and declared effective on September 16, 2015.

Dr. Stump and the Company have entered into an indemnification agreement requiring the Company to indemnify him to the fullest extent permitted under Delaware law with respect to his service as a director. The indemnification agreement is in the form entered into with the Company's other directors and executive officers. This form 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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	REGENXBIO Inc. Press Release dated October 15, 2015

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: October 15, 2015

By: /s/ Kenneth T. Mills
Kenneth T. Mills
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	REGENXBIO Inc. Press Release dated October 15, 2015

Exhibit 99.1

DR. DAVID C. STUMP APPOINTED TO REGENXBIO BOARD OF DIRECTORS

ROCKVILLE, MD, Oct. 15, 2015 – REGENXBIO Inc. (Nasdaq:RGNX), a leading biotechnology company in gene therapy, today announced the appointment of David C. Stump, M.D., to its board of directors.

“David’s expertise in clinical research and development, as well as his experience advancing therapies through the regulatory process to FDA approval, will be of great value as REGENXBIO prepares to advance gene therapy treatments into the clinic,” said Don Hayden, Chairman of REGENXBIO’s board of directors. “We welcome him to the REGENXBIO board.”

Dr. Stump has more than 20 years of biopharmaceutical leadership experience. Most recently, Dr. Stump was Executive Vice President, Research and Development at Human Genome Sciences, Inc. Prior to joining Human Genome Sciences, Dr. Stump served in roles of increasing responsibility at Genentech, Inc., including Vice President, Clinical Research and as a Genentech Fellow. Dr. Stump began his career as an Associate Professor of Medicine and Biochemistry at the University of Vermont.

“REGENXBIO’s proprietary NAV Technology Platform has generated gene therapy treatments with the potential to transform the lives of patients suffering from severe diseases with significant unmet medical needs,” said Dr. Stump. “I look forward to working with REGENXBIO to successfully advance its gene therapy treatments into clinical development and expand the pipeline of AAV gene therapies.”

Dr. Stump earned an A.B. from Earlham College and an M.D. from Indiana University, followed by residency and fellowship training in internal medicine, hematology, oncology and biochemistry at the University of Iowa, and further postgraduate training in hemostasis and thrombosis at the University of Leuven, Belgium. He is board certified in internal medicine, hematology and medical oncology, and is a Fellow of the American College of Physicians and the Council on Arteriosclerosis, Thrombosis and Vascular Biology at the American Heart Association. He also serves as a member of the boards of directors at Portola Pharmaceuticals, Inc., MacroGenics, Inc. and Sunesis Pharmaceuticals, Inc., as well as on the board of trustees of Earlham College.

About REGENXBIO

REGENXBIO is a leading biotechnology company focused on the development, commercialization and licensing of recombinant adeno-associated virus (AAV) gene therapy. REGENXBIO’s NAV Technology Platform, a proprietary AAV gene delivery platform, consists of exclusive rights to more than 100 novel AAV vectors, including AAV7, AAV8, AAV9 and AAVrh10. REGENXBIO’s mission is to transform the lives of patients suffering from severe diseases with significant unmet medical need by developing and commercializing in vivo gene therapy products based on REGENXBIO’s NAV Technology Platform. REGENXBIO seeks to accomplish this mission through a combination of internal development efforts and third-party NAV Technology Platform licensees. REGENXBIO’s NAV Technology Platform is currently being applied in the development of 23 product candidates for a variety of diseases, including five internally developed candidates and 18 partnered candidates developed by REGENXBIO’s licensees.

Forward Looking Statements

This press release contains “forward-looking statements,” within the meaning of the Private Securities Litigation Reform Act of 1995, regarding, among other things, REGENXBIO’s research, development and regulatory plans for its gene therapy treatments. Such forward-looking statements are based on current expectations and involve inherent risks and uncertainties, including factors that could delay, divert or change any of them, and could cause actual results to differ materially from those projected in its forward-looking statements. Meaningful factors which could cause actual results to differ include, but are not limited to, the ability to obtain and maintain regulatory approval of REGENXBIO’s product candidates, and the labeling for any approved products; the scope, progress, expansion, and costs of developing and commercializing REGENXBIO’s product candidates; REGENXBIO’s ability to obtain and maintain intellectual property protection for our product candidates; REGENXBIO’s ability to establish and maintain development partnerships; REGENXBIO’s expectations regarding federal, state and foreign regulatory requirements; regulatory developments in the United States and foreign countries, as well as other factors discussed in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of REGENXBIO’s Registration Statement on Form S-1 (File No. 333-206430), as amended, which is on file with the Securities and Exchange Commission (SEC), declared effective on September 16, 2015 and available on the SEC’s website at www.sec.gov. In addition to the risks described above and in REGENXBIO’s Registration Statement on Form S-1 and other filings with the SEC, other unknown or unpredictable factors also could affect REGENXBIO’s results. There can be no assurance that the actual results or developments anticipated by REGENXBIO will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, REGENXBIO. Therefore, no assurance can be given that the outcomes stated in such forward-looking statements and estimates will be achieved.

All forward-looking statements contained in this press release are expressly qualified by the cautionary statements contained or referred to herein. REGENXBIO cautions investors not to rely too heavily on the forward-looking statements REGENXBIO makes or that are made on its behalf. These forward-looking statements speak only as of the date of this press release (unless another date is indicated). REGENXBIO undertakes no obligation, and specifically declines any obligation, to publicly update or revise any such forward-looking statements, whether as a result of new information, future events or otherwise.

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