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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

**REGENXBIO Inc.**

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(Name of Issuer)

**Common Stock**

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(Title of Class of Securities)

**75901B107**

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(CUSIP Number)

**12/31/2024**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)
- 
- 

SCHEDULE 13G

**CUSIP No.** 75901B107

Names of Reporting Persons

1

BlackRock, Inc.

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Number of Shares 5 Sole Voting Power

Beneficially 5,160,440.00  
Owned by Shared Voting Power  
Each 6  
Reporting 0.00  
Person  
With: Sole Dispositive Power  
7  
5,466,102.00  
Shared Dispositive  
8 Power  
0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

5,466,102.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

11.0 %

Type of Reporting Person (See Instructions)

HC

## SCHEDULE 13G

### Item 1.

Name of issuer:

(a)

REGENXBIO Inc.

Address of issuer's principal executive offices:

(b)

9804 MEDICAL CENTER DRIVE, ROCKVILLE, MARYLAND, 20850.

### Item 2.

Name of person filing:

(a)

BlackRock, Inc.

Address or principal business office or, if none, residence:

(b)

BlackRock, Inc. 50 Hudson Yards New York, NY 10001

Citizenship:

(c)

See Item 4 of Cover Page

Title of class of securities:

(d)

Common Stock

CUSIP No.:

(e)

75901B107

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the

Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) 5466102

Percent of class:

- (b) 11.0% %

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

5160440

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

5466102

(iv) Shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the common stock of REGENXBIO INC. No one person's interest in the common stock of REGENXBIO INC is more than five percent of the total outstanding common shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

BlackRock Advisors, LLC Aperio Group, LLC BlackRock Institutional Trust Company, National Association BlackRock Asset Management Ireland Limited BlackRock Financial Management, Inc. BlackRock Japan Co., Ltd. BlackRock Asset Management Schweiz AG BlackRock Investment Management, LLC BlackRock Investment Management (UK) Limited BlackRock Asset Management Canada Limited BlackRock (Luxembourg) S.A. BlackRock Fund Advisors BlackRock Fund Managers Ltd \*Entity beneficially owns 5% or greater of the outstanding shares of the security class being reported on this Schedule 13G. In accordance with SEC Release No. 34-39538 (January 12, 1998), this Schedule 13G reflects the securities beneficially owned, or deemed to be beneficially owned, by BlackRock, Inc. It does not include securities, if any, beneficially owned by certain business units whose ownership of securities is disaggregated from that of BlackRock, Inc. in accordance with such release. Explanatory note: This is a Schedule 13G amendment filing. Due to technical issues, this filing on the EDGAR system is being reflected as an initial filing.

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

See Item 5.

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BlackRock, Inc.

Signature: Spencer Fleming  
Name/Title: Managing Director  
Date: 01/08/2025