

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).

Check this box to indicate that a
transaction was made pursuant to a
contract, instruction or written plan for
the purchase or sale of equity
securities of the issuer that is intended
to satisfy the affirmative defense
conditions of Rule 10b5-1(c). See
Instruction 10.

1. Name and Address of Reporting Person* <u>Ciongoli Gregory Austin</u> (Last) (First) (Middle) <u>C/O REGENXBIO INC.</u> <u>9804 MEDICAL CENTER DRIVE</u> (Street) <u>ROCKVILLE MD 20850</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REGENXBIO Inc. [RGNX]</u> Foreign Trading Symbol 3. Date of Earliest Transaction (Month/Day/Year) <u>08/25/2026</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	08/25/2026		A		15,432 ⁽¹⁾	A	\$0.00	15,432	D	
Common Stock	08/26/2026		P		49,196	A	\$9.1411 ⁽²⁾	64,628	D	
Common Stock	08/27/2026		P		53,407	A	\$9.356 ⁽³⁾	118,035	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					
Stock Options (Right to buy)	\$8.91	08/25/2026		A		69,609	08/25/2027 ⁽⁴⁾	08/25/2036	Common Stock 69,609	\$0.00	69,609	D	

Explanation of Responses:

1. Represents shares of common stock underlying a time-based restricted stock unit award (RSU). 1/3rd of the shares subject to the RSU award shall vest on each of August 25, 2027, August 25, 2028 and August 25, 2029, while the recipient provides continuous service to the Issuer.
2. Represents shares purchased in an open-market transaction. The price reported in Column 4 is a weighted average price. This transaction was executed in multiple trades at prices ranging from \$8.67 to \$9.35. 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.
3. Represents shares purchased in an open-market transaction. The price reported in Column 4 is a weighted average price. This transaction was executed in multiple trades at prices ranging from \$9.17 to \$9.4525. 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.
4. The option will vest over a three year period, with 1/3rd of the option vesting on August 25, 2027 and the remaining portion of the option vesting in equal monthly installments over the 24 months thereafter, while the optionee provides continuous service to the Issuer.

Remarks:

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

08/27/2026

** 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.