

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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) <u>C/O REGENXBIO INC.</u> <u>9712 MEDICAL CENTER DRIVE, SUITE 100</u>  (Street) <u>ROCKVILLE MD 20850</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/16/2015</u>	3. Issuer Name and Ticker or Trading Symbol <u>REGENXBIO Inc. [ RGNX ]</u>	
		4. 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) <p style="text-align: center;"><u>See Remarks</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b>			

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (Right to Buy)	(1)	09/23/2024	Common Stock 708,200	0.85	D	
Employee Stock Option (Right to Buy)	(2)	05/18/2025	Common Stock 275,000	3.76	D	
Series C Preferred Stock	(3)	(3)	Common Stock 15,440	(3)	D	

**Explanation of Responses:**

- 474,490 of the shares subject to the option shall be initial shares ("Initial Shares") and 233,710 of the shares subject to the option shall be contingent shares ("Contingent Shares"). 120,394 of the Initial Shares vested on September 17, 2014. Upon one year of continuous service to the Company after September 17, 2014, an additional 88,524 of the Initial Shares shall vest and an additional 7,377 of the Initial Shares shall vest 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 shall vest over four years of service following September 17, 2014, with 25% of the remaining 75% of Contingent Shares vesting upon one year of continuous service to the Company after September 17, 2014 and the remaining Contingent Shares vesting in 36 equal monthly installments thereafter.
- The option vests over four years of service following May 19, 2015, with 25% vesting upon completion of one year of service and in 36 equal monthly installments thereafter.
- Each share of Preferred Series C Stock is convertible and will automatically convert on a 1:1 basis into the Issuer's common stock upon the closing of the Issuer's initial public offering of common stock pursuant to an effective registration statement filed with the U.S. Securities and Exchange Commission. These shares have no expiration date.

**Remarks:**

President and Chief Executive Officer

/s/ Kenneth T. Mills

09/16/2015

\*\* 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 5 (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.