

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>			2. Issuer Name and Ticker or Trading Symbol <u>REGENXBIO Inc. [ RGNX ]</u>			5. 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) <b>President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/19/2023</u>			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		
C/O REGENXBIO INC. 9804 MEDICAL CENTER DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	ROCKVILLE MD 20850		Rule 10b5-1(c) Transaction Indication					
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

**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	12/19/2023		M <sup>(1)</sup>		43,500	A	\$3.76	398,789	D	
Common Stock	12/19/2023		M <sup>(1)</sup>		1,500	A	\$0.85	400,289	D	
Common Stock	12/19/2023		S <sup>(1)</sup>		45,000	D	\$19.685 <sup>(2)</sup>	355,289	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right to Buy)	\$3.76	12/19/2023		M <sup>(1)</sup>			43,500	(3)	05/19/2025	Common Stock	43,500	\$0.00	186,354	D	
Stock Options (Right to Buy)	\$0.85	12/19/2023		M <sup>(1)</sup>			1,500	(4)	09/24/2024	Common Stock	1,500	\$0.00	36,316	D	

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan.
- This transaction was executed in multiple trades at prices ranging from \$19.48 to \$20.12. The price reported above reflects the weighted average sale price. 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.
- The previously granted option, representing a right to purchase a total of 43,500 shares, became exercisable as follows: 25% of the shares subject to this option vested on May 9, 2016, and the balance vested in equal monthly installments over the 36 months thereafter.
- The previously granted option, representing a right to purchase a total of 1,500 shares, became exercisable as follows: 25% of the shares subject to this option vested on September 24, 2015, and the balance vested in equal monthly installments over the 36 months thereafter.

**Remarks:**

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

12/21/2023

\*\* 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.