

OMB APPROVAL	
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**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>Vasista Vittal</u>  (Last) (First) (Middle) C/O REGENXBIO INC. 9804 MEDICAL CENTER DRIVE  (Street) ROCKVILLE MD 20850  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REGENXBIO Inc. [ RGNX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <p style="text-align:center"><b>Chief Financial Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	01/03/2023		F		1,333 <sup>(1)</sup>	D	\$22.68	133,827	D	
Common Stock	01/03/2023		A		46,174 <sup>(2)</sup>	A	\$0.00	180,001	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)	\$22.25	01/03/2023		A		66,233		<sup>(3)</sup>	01/03/2033	Common Stock	66,233	\$0.00	66,233	D	

**Explanation of Responses:**

- Represents shares of common stock withheld to pay taxes upon the vesting of restricted stock units originally granted to the reporting person on January 4, 2021 and January 3, 2022. The number of shares withheld was determined on January 3, 2023 based on the closing price of the issuer's common stock on December 30, 2022.
- Represents shares of common stock underlying a time-based restricted stock unit award (RSU). 25% of the shares subject to this RSU will vest on each of January 1, 2024, January 1, 2025, January 1, 2026 and January 1, 2027 while the recipient provides continuous service to the Issuer.
- 25% of the shares subject to this option shall vest after 12 months of continuous service with the Issuer. The balance will vest in equal monthly installments over the 48 months following January 3, 2024 while the optionee provides continuous service to the Issuer.

**Remarks:**

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

01/05/2023

\*\* 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.