

REGENXBIO Inc.
Form 4
September 22, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ENGLEMAN EDGAR

2. Issuer Name and Ticker or Trading Symbol
REGENXBIO Inc. [RGNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O REGENXBIO INC., 9712
MEDICAL CENTER DRIVE,
SUITE 100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ROCKVILLE, MD 20850

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 09/22/2015 | | C | 826,341 A <u>1</u> | 826,341 | I | See Footnote (2) |
| Common Stock | 09/22/2015 | | C | 114,108 A <u>1</u> | 114,108 | I | See Footnote (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series D Preferred Stock | (1) | 09/22/2015 | | C | 826,341 | (1) (1) | Common Stock | 826,341 |
| Series D Preferred Stock | (1) | 09/22/2015 | | C | 114,108 | (1) (1) | Common Stock | 114,108 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ENGLEMAN EDGAR
C/O REGENXBIO INC.
9712 MEDICAL CENTER DRIVE, SUITE 100
ROCKVILLE, MD 20850

X

Signatures

/s/ Edgar Engleman 09/22/2015

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) Each share of Preferred Series D 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.

(2) The Reporting Person is a managing member of Vivo Capital VIII, LLC which is the sole general partner of Vivo Capital Fund VIII, L.P., the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise or such portion of the shares of common stock of the Issuer held by Vivo Capital Fund VIII, L.P. in which the Reporting Person has no pecuniary interest.

(3) The Reporting Person is a managing member of Vivo Capital VIII, LLC which is the sole general partner of Vivo Capital Surplus Fund VIII, L.P., the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise or such portion of the shares of common stock of the Issuer held by

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Vivo Capital Surplus Fund VIII, L.P. in which the Reporting Person has no pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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