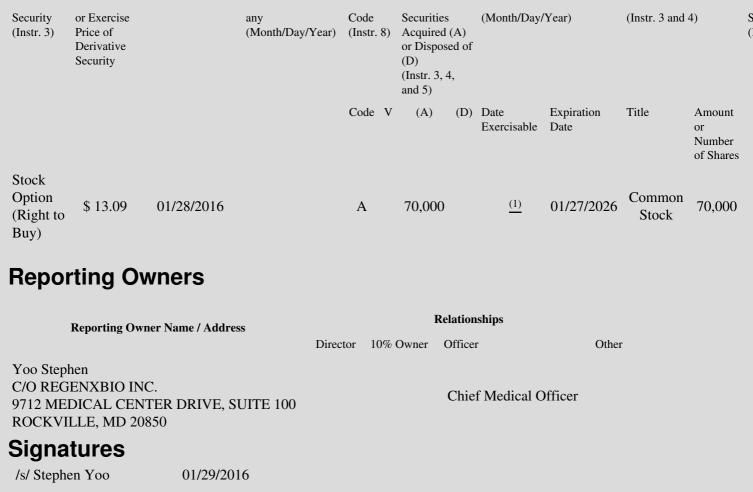
## Edgar Filing: REGENXBIO Inc. - Form 4

Form 4 February 01, 2									
								OMB A	PPROVAL
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287
Check this if no longer subject to Section 16. Form 4 or	r STATEN	STATEMENT OF CHANGES IN BENEFICIAL O SECURITIES					WNERSHIP OF	Expires: Estimated burden hou response	urs per
Form 5 obligations may contin <i>See</i> Instruc 1(b).	Section 17(	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 Re	esponses)								
1. Name and Address of Reporting Person <u>*</u> Yoo Stephen			2. Issuer Name <b>and</b> Ticker or Trading Symbol REGENXBIO Inc. [RGNX]				5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)		
C/O REGENZ MEDICAL C SUITE 100		(Month/Day/Year) 01/28/2016				Director 10% Owner X Officer (give title Other (specify below) Chief Medical Officer			
		4. If Amendment, Date Original Filed(Month/Day/Year)			al	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
ROCKVILLE						Person			
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	Acquired, Disposed of	f, or Beneficia	ally Owned
	. Transaction Date Month/Day/Year)	Execution any	Date, if	3. Transaction Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	SecuritiesFBeneficially(Owned(	6. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Repor	rt on a separate line	e for each cl	ass of sec	urities benef	icially ow	ned directly	or indirectly.		
·	·				Perso inforr requi	ons who res nation cont red to resp ays a curre	spond to the collec tained in this form ond unless the forn ntly valid OMB con	are not m	SEC 1474 (9-02)
	Tab					sposed of, or convertible	Beneficially Owned securities)		
1. Title of 2. Derivative Cor		action Date Day/Year)			4. Transact	5. Number iorDerivative			7. Title and Amount of 8 Underlying Securities 1

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<u>\*\*</u>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) 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 36 months following 1/28/2017 while the optionee provides continuous service to the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.