### Edgar Filing: Regulus Therapeutics Inc. - Form 4

Regulus Therapeutics Inc. Form 4 September 19, 2014

#### OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

30(h) of the Investment Company Act of 1940

Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> ALNYLAM PHARMACEUTICALS, INC.			2. Issuer Name <b>and</b> Ticker or Trading Symbol Regulus Therapeutics Inc. [RGLS]			5. Relationship of Reporting Person(s) to Issuer			
(Last) 300 THIRI	(First) D STREET, 3RI	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/17/2014			Director	neck all applicable $X_10^{\circ}$ ive title $M_2$ Oth below)	% Owner	
(Street) CAMBRIDGE, MA 02142			4. If Amendment, Date Original Filed(Month/Day/Year)			<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>			
(City)	(State)	(Zip)			Derivative Securities Acq	· · •	,	•	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea		Date, if	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

		Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)
Common Stock	09/17/2014	S <u>(1)</u>	2,100	D	\$ 7.4331 (2)	6,056,600	D
Common Stock	09/18/2014	S <u>(1)</u>	1,500	D	\$ 7.3984 (3)	6,055,100	D
Common Stock	09/19/2014	S <u>(1)</u>	4,100	D	\$ 7.2163 (4)	6,051,000	D

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

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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 control 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)	4. Transactio Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
			Code V	of (D) (Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ALNYLAM PHARMACEUTICALS, INC. 300 THIRD STREET, 3RD FLOOR CAMBRIDGE, MA 02142		Х				
Signatures						
/s/ Christopher Aker, Attorney-in-Fact	09/19/201	4				
**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) The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.35 to \$7.51 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and

(2) B \$7.51 inclusive. The reporting person undertakes to provide to KOLS, any security notice of KOLS, of the start of the securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.31 to \$7.56 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and

(3) The reporting person undertakes to provide to KOLS, any security holder of KOLS, of the start of the securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.05 to \$7.47 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and

(4) to \$7.47 inclusive. The reporting person undertakes to provide to RGLS, any security notice of RGLS, or the start of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

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.