

BESHAR LUKE M

Form 4

November 28, 2018

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BESHAR LUKE M

(Last) (First) (Middle)

**C/O REGENXBIO INC., 9600
BLACKWELL ROAD, SUITE 210**

(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	11/26/2018		M ⁽¹⁾		1,721	A	\$ 49.45	1,721	D
Common Stock	11/26/2018		S ⁽¹⁾		1,721	D	\$ 65	0	D
Common Stock	11/27/2018		M ⁽¹⁾		883	A	\$ 49.45	883	D
Common Stock	11/27/2018		M ⁽¹⁾		4,687	A	\$ 22	5,570	D
Common Stock	11/27/2018		M ⁽¹⁾		6,250	A	\$ 18.85	11,820	D

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Common Stock	11/27/2018	<u>M</u> ⁽¹⁾	6,250	A	\$ 12.74	18,070	D
Common Stock	11/27/2018	<u>M</u> ⁽¹⁾	716	A	\$ 3.76	18,786	D
Common Stock	11/27/2018	<u>S</u> ⁽¹⁾	18,786	D	\$ 65.03 <u>(2)</u>	0	D

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

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SEC 1474
(9-02)

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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 49.45	11/26/2018		M ⁽¹⁾		1,721		⁽³⁾	05/25/2028	Common Stock	1,721
Stock Option (Right to Buy)	\$ 49.45	11/27/2018		M ⁽¹⁾		883		⁽³⁾	05/25/2028	Common Stock	883
Stock Option (Right to Buy)	\$ 22	11/27/2018		M ⁽¹⁾		4,687		⁽⁴⁾	09/16/2025	Common Stock	4,687
Stock Option (Right to Buy)	\$ 18.85	11/27/2018		M ⁽¹⁾		6,250		⁽⁵⁾	05/24/2027	Common Stock	6,250
Stock Option	\$ 12.74	11/27/2018		M ⁽¹⁾		6,250		⁽⁶⁾	06/01/2026	Common Stock	6,250

(Right to
Buy)

Stock

Option (Right to Buy)	\$ 3.76	11/27/2018	M ⁽¹⁾	716	⁽⁷⁾	05/18/2025	Common Stock	716
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BESHAR LUKE M
C/O REGENXBIO INC.
9600 BLACKWELL ROAD, SUITE 210
ROCKVILLE, MD 20850

Signatures

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

11/28/2018

____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) This transaction was effected pursuant to a Rule 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$65.00 to \$65.29. 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.

(3) The previously granted option, representing a right to purchase a total of 12,500 shares, became exercisable as follows: the option vests in 12 equal monthly installments following May 25, 2018.

(4) The previously granted option, representing a right to purchase a total of 9,375 shares, became exercisable as follows: the option vested in nine equal monthly installments following September 16, 2015.

(5) The previously granted option, representing a right to purchase a total of 12,500 shares, became exercisable as follows: the option vested in 12 equal monthly installments following May 24, 2017.

(6) The previously granted option, representing a right to purchase a total of 12,500 shares, became exercisable as follows: the option vested in 12 equal monthly installments following June 1, 2016.

(7) The previously granted option, representing a right to purchase a total of 80,000 shares, became exercisable as follows: 25% of the shares subject to this option vested on May 19, 2015, and the balance vested in equal monthly installments over the 24 months thereafter.

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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