REGENXBIO Inc. Form 4/A September 22, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

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

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

REGENXBIO Inc. [RGNX] 3. Date of Earliest Transaction

(Check all applicable)

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

SUITE 100

(City)

(Instr. 3)

(Last)

(Month/Day/Year)

09/16/2015

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

6. Individual or Joint/Group Filing(Check

(Instr. 4)

4. If Amendment, Date Original

Filed(Month/Day/Year) 09/17/2015

(Instr. 8)

Applicable Line)

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

ROCKVILLE, MD 20850

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially Owned

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

4.

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion

5. Number 6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. l Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)			(Month/Day/Year)		(Instr. 3 and 4)		(
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to	\$ 22	09/16/2015		A	9,375 (1)		(2)	09/16/2025	Common Stock	9,375 (1)		

(In

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BESHAR LUKE M
C/O REGENXBIO INC.
9712 MEDICAL CENTER DRIVE, SUITE 100
ROCKVILLE, MD 20850

Signatures

/s/ Luke M. 09/22/2015 Beshar

**Signature of Date Reporting Person

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).
 - The Number of Derivative Securities Acquired, the Amount of Underlying Securities and the Number of Derivative Securities
- (1) Beneficially Owned Following Reported Transaction were inadvertently misreported by the Reporting Person on the Form 4 file on September 17, 2015.
- (2) The option will vest in equal monthly installments over the 12 months following September 16, 2015, with immediate full vesting in the event of a change in control.

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.

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