

REGENXBIO Inc.
Form 4
May 18, 2016

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 *
FMR LLC

(Last) (First) (Middle)
245 SUMMER STREET
(Street)

BOSTON, MA 02210

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2016

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)
See Remark 1

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/17/2016		S		18,300	D	\$ 12.41 (2)
Common Stock	05/17/2016		J		129,496	D	\$ 0

See footnote (1)
See footnote (3)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FMR LLC 245 SUMMER STREET BOSTON, MA 02210				See Remark 1

Signatures

Marc R. Bryant, Duly authorized under Powers of Attorney, by and on behalf of FMR LLC and its direct and indirect subsidiaries, and Abigail P. Johnson 05/18/2016

__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) By F-Prime Capital Partners Healthcare Fund III LP, Impresa Fund III Limited Partnership and F-Prime Inc. The general partner of F-Prime Capital Partners Healthcare Fund III LP is F-Prime Capital Partners Healthcare Advisors Fund III LP (FPCPHA). FPCPHA and Impresa Fund III Limited Partnership are each solely managed by Impresa Management LLC, their general partner and investment manager. Impresa Management LLC is owned, directly or indirectly, by various shareholders and employees of FMR LLC, including certain members of the Johnson family. F-Prime Inc. is a wholly-owned subsidiary of FMR LLC.
- (2) The price reported for this transaction is the weighted average price of multiple trades at prices ranging from \$12.05 to \$12.56. FMR LLC hereby undertakes to provide upon request by the Commission 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) F-Prime Capital Partners Healthcare Fund III LP (FPCPHF) made a pro-rata distribution to its partners, without payment of consideration, of 365,731 shares of REGENXBIO Inc. previously reported by FMR LLC. FPCPHF distributed 235,924 shares to Impresa Fund III Limited Partnership, 2,757 shares to F-Prime Capital Partners Healthcare Advisors Fund III LP (FPCPHA) and 127,050 shares to a recipient whose shares are not subject to reporting by the undersigned (an Other Recipient). FPCPHA made a pro-rata distribution to its partners, without payment of consideration, of 311 shares to F-Prime Inc, a wholly-owned subsidiary of FMR LLC, and 2,446 shares to Other Recipients.

Remarks:

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Remark 1: Abigail P. Johnson is a Director, the Vice Chairman, the Chief Executive Officer and the President of FMR LLC. M

Remark 2: FMR Co., Inc. (FMRC), an indirect wholly-owned subsidiary of FMR LLC and an investment adviser registered un

Remark 3: The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities

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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