

Regulus Therapeutics Inc.
Form 4
May 29, 2014

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 *
XANTHOPOULOS KLEANTHIS G

(Last) (First) (Middle)

C/O REGULUS THERAPEUTICS INC., 3545 JOHN HOPKINS COURT, SUITE 210

2. Issuer Name and Ticker or Trading Symbol
Regulus Therapeutics Inc. ["RGLS"]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

SAN DIEGO, CA 92121

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/27/2014		M	1,743 A	\$ 0.38 1,743	D	
Common Stock	05/27/2014		S(1)	1,743 D	\$ 7.0011 0	D	
Common Stock	05/28/2014		M	875 A	\$ 0.38 875	D	
Common Stock	05/28/2014		S(1)	875 D	\$ 7.0011 0	D	

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Common Stock	05/29/2014	M	887	A	\$ 0.38	887	D
Common Stock	05/29/2014	S ⁽¹⁾	887	D	\$ 7	0	D

Common Stock						80,216	I	By the Xanthopoulos Family Trust dated September 30, 2011
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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
Stock Option (Right to Buy)	\$ 0.38	05/27/2014		M	1,743	⁽⁴⁾ 02/08/2019	Common Stock	1,743
Stock Option (Right to Buy)	\$ 0.38	05/28/2014		M	875	⁽⁴⁾ 02/08/2019	Common Stock	875
Stock Option (Right to Buy)	\$ 0.38	05/29/2014		M	887	⁽⁴⁾ 02/08/2019	Common Stock	887

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
XANTHOPOULOS KLEANTHIS G C/O REGULUS THERAPEUTICS INC. 3545 JOHN HOPKINS COURT, SUITE 210 SAN DIEGO, CA 92121	X		President & CEO	

Signatures

By: /s/ Christopher Aker,
Attorney-in Fact

05/29/2014

__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) Reported transaction occurred pursuant to Rule 10b5-1 Plan adopted August 26, 2013.

The weighted average sale price for the transaction reported was \$7.0011, and the range of prices were between \$7.00 and \$7.02. Upon

(2) request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price will be provided.

The weighted average sale price for the transaction reported was \$7.0009, and the range of prices were between \$7.00 and \$7.01. Upon

(3) request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price will be provided

(4) The shares subject to the option are fully vested.

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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