

Regulus Therapeutics Inc.
Form 4
January 30, 2015

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 #210

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regulus Therapeutics Inc. [RGLS]

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

01/28/2015

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)
President and CEO

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 or Price		
Common Stock	01/28/2015		M		85,000 A \$ 0.38		D
Common Stock	01/28/2015		S ⁽¹⁾		72,011 D \$ 17.9669		D
Common Stock	01/28/2015		S ⁽¹⁾		12,989 D \$ 18.6851		D
Common Stock	01/29/2015		M		60,000 A \$ 0.38		D

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Common Stock	01/29/2015	S ⁽¹⁾	33,773	D	\$ 17.7659 (4)	28,693	D
Common Stock	01/29/2015	S ⁽¹⁾	26,227	D	\$ 18.4019 (5)	2,466	D

Common Stock						80,216	I
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By the
Xanthopoulos
Family Trust
dated
September 30,
2011

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

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(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	01/28/2015		M	85,000	(6) 02/08/2019	Common Stock	85,000
Stock Option (Right to Buy)	\$ 0.38	01/29/2015		M	60,000	(6) 02/08/2019	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		President and CEO	

XANTHOPOULOS KLEANTHIS G
C/O REGULUS THERAPEUTICS INC.
3545 JOHN HOPKINS COURT #210
SAN DIEGO, CA 92121

Signatures

/s/ Christopher Aker,
Attorney-in-Fact

01/30/2015

__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 a Rule 10b5-1 Plan adopted November 25, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.44 to \$18.44 inclusive. The reporting person undertakes to provide RGLS, any security holder of RGLS, or the staff 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.

(2)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.45 to \$18.95 inclusive. The reporting person undertakes to provide RGLS, any security holder of RGLS, or the staff 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.

(3)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.18 to \$18.18 inclusive. The reporting person undertakes to provide RGLS, any security holder of RGLS, or the staff 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.

(4)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.20 to \$18.62 inclusive. The reporting person undertakes to provide RGLS, any security holder of RGLS, or the staff 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.

(5)

(6) 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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