REGENXBIO Inc.
Form 4
April 19, 2016

FORM 4

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

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

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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).

(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)
04/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
See Remark 1

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	04/15/2016		S		9,300	D	$ 11.56 (1)	794,515	I	See footnote (2)
Common Stock	04/18/2016		S		9,600	D	$ 11.94 (3)	784,915	I	See footnote (2)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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		X		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 — 04/19/2016

**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) The price reported for this transaction is the weighted average price of multiple trades at prices ranging from $11.52 to $11.64. 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.

(2) 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.

(3) The price reported for this transaction is the weighted average price of multiple trades at prices ranging from $11.89 to $12.06. 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.

Remarks:

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 ur

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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