

REGENXBIO Inc.  
Form S-8  
March 03, 2016

As filed with the Securities and Exchange Commission on March 3, 2016

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*  
*The Securities Act of 1933*

**REGENXBIO Inc.**  
**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**9712 Medical Center Drive, Suite 100**

**47-1851754**  
**(IRS Employer**  
**Identification No.)**

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**Rockville, Maryland 20850**

**(240) 552-8181**

**(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)**

**2015 Equity Incentive Plan**

**(Full title of plans)**

**Vittal Vasista**

**Chief Financial Officer**

**9712 Medical Center Drive, Suite 100**

**Rockville, Maryland 20850**

**(Name and address of agent for service)**

**(240) 552-8181**

**(Telephone number, including area code, of agent for service)**

*Please send copies of all communications to:*

**Jay K. Hachigian, Esq.**

**Keith Scherer, Esq.**

**Albert W. Vanderlaan, Esq.**

**Gunderson Dettmer Stough**

**Villeneuve Franklin & Hachigian, LLP**

**One Marina Park Drive, Suite 900**

Boston, Massachusetts 02210

Telephone: (617) 648-9100

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share(2)	Maximum Aggregate Offering Price(2)	
Common Stock, \$0.0001 par value per share				
2015 Equity Incentive Plan	1,052,538	\$12.44	\$13,093,572.72	\$1,318.52
<b>TOTAL</b>	1,052,538		\$13,093,572.72	\$1,318.52

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant's Common Stock, as applicable.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h)(1) under the Securities Act of 1933, as amended. The offering price per share and aggregate offering price for the unissued stock options and shares of Common Stock are based upon the average of the high and low prices of the Registrant's common stock as reported on The NASDAQ Stock Exchange Global Market on March 1, 2016.



**EXPLANATORY NOTE**

**Information Required in the Section 10(a) Prospectus**

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, this Registration Statement is filed by REGENXBIO Inc. (the Company) for the purpose of registering additional shares of Common Stock under the Company's 2015 Equity Incentive Plan and the Company's (the Plan).

The number of shares of Common Stock available for issuance under the Plan is subject to an automatic annual increase on the first day of the Company's calendar year beginning in 2016 equal to the lower of (a) 4.0% of the total number of shares of Common Stock outstanding on December 31<sup>st</sup> of the prior year or (b) the number determined by the Company's Board of Directors (the Evergreen Provision). Accordingly, the number of shares of Common Stock available for issuance under the Plan was increased by 1,052,538 shares effective January 1, 2016. This Registration Statement registers the 1,052,538 additional shares of Common Stock available for issuance under the Plan as a result of the Evergreen Provision.

Of the 4,004,638 shares currently authorized by the Plan, 2,952,100 have already been registered pursuant to the currently effective Registration Statement on Form S-8 (Registration No. 333-206984) filed on September 17, 2015 (the Original Registration Statement). The contents of the Original Registration Statement, including any amendments thereto or filings incorporated therein are incorporated herein by this reference. Any items in the Original Registration Statement not expressly changed hereby shall be as set forth in the Original Registration Statement.

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**PART II**
**Information Required in the Registration Statement****Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference</b>				<b>Filed Herewith</b>
		<b>Form</b>	<b>File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>	
5.1	Opinion and Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP.					X
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.					X
23.2	Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (contained in Exhibit 5.1).					X
24.1	Power of Attorney (incorporated by reference to the signature page of this Registration Statement).					X

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**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below hereby constitutes and appoints Kenneth T. Mills and Sara Garon Berl, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
	Chief Executive Officer,	
/s/ Kenneth T. Mills	President and Director	March 3, 2016
Kenneth T. Mills	(Principal Executive Officer)	
/s/ Vittal Vasista	Chief Financial Officer	March 3, 2016
Vittal Vasista	(Principal Financial Officer)	
/s/ Donald J. Hayden, Jr.	Chairman of the Board of Directors	March 3, 2016
Donald J. Hayden, Jr.		
/s/ Luke M. Beshar	Director	March 3, 2016
Luke M. Beshar		
/s/ Edgar G. Engleman, M.D.	Director	March 3, 2016
Edgar G. Engleman, M.D.		
/s/ Allan M. Fox	Director	March 3, 2016
Allan M. Fox		
/s/ A.N. Jerry Karabelas, Ph.D.	Director	March 3, 2016
A.N. Jerry Karabelas, Ph.D.		
/s/ Camille Samuels	Director	March 3, 2016

Camille Samuels

/s/ David C. Stump, M.D.

Director

March 3, 2016

David C. Stump, M.D.



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**EXHIBIT INDEX**

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