

REGENXBIO Inc.  
Form 8-K  
January 06, 2017

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

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 6, 2017**

**REGENXBIO INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-37553**  
**(Commission**  
  
**File Number)**

**47-1851754**  
**(I.R.S. Employer**  
  
**Identification No.)**

**9600 Blackwell Road, Suite 210**

**Rockville, Maryland**  
**(Address of principal executive offices)**

**(240) 552-8181**

**20850**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On January 6, 2017, REGENXBIO Inc. issued a press release (the Press Release ) regarding its operational highlights and financial condition for the year ended December 31, 2016. The final subheading bullet of the Press Release and the first sentence of the section titled 2017 Financial Guidance of the Press Release are furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information in Item 2.02 of this Current Report on Form 8-K, and the final subheading bullet of the Press Release and the first sentence of the section titled 2017 Financial Guidance of the Press Release, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 8.01. Other Events.**

The Press Release also includes information regarding operational highlights for the year ended December 31, 2016 and certain anticipated milestones and financial guidance for the year ending December 31, 2017.

A copy of the Press Release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference, with the exception of the final subheading bullet of the Press Release and the first sentence of the section titled 2017 Financial Guidance of the Press Release, which are furnished as set forth in Item 2.02 above.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	REGENXBIO Inc. Press Release dated January 6, 2017.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**REGENXBIO INC.**

Date: January 6, 2017

By: /s/ Kenneth T. Mills  
Kenneth T. Mills  
President and Chief Executive Officer

**EXHIBIT INDEX**

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