

REGENXBIO Inc.  
Form 8-K  
January 03, 2019

**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 3, 2019**

**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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On January 3, 2019, REGENXBIO Inc. (the Company ) issued a press release (the Press Release ) regarding its operational highlights and financial condition for the year ended December 31, 2018. The disclosure regarding the Company's cash, cash equivalents and marketable securities as of December 31, 2018 in the subheading bullets of the Press Release and in the section titled Financial Guidance of the Press Release is furnished in Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information in Item 2.02 of this Current Report on Form 8-K, along with the disclosure regarding the Company's cash, cash equivalents and marketable securities as of December 31, 2018 in the subheading bullets of the Press Release and in the section titled 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 it 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 of the Company for the year ended December 31, 2018 and certain anticipated milestones and financial guidance of the Company for the year ending December 31, 2019.

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 disclosure regarding the Company's cash, cash equivalents and marketable securities as of December 31, 2018 in the subheading bullets of the Press Release and in the section titled Financial Guidance of the Press Release, which is furnished as set forth in Item 2.02 above.

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

(d) Exhibits

**Exhibit**

| No.  | Description                                                |
|------|------------------------------------------------------------|
| 99.1 | <u>REGENXBIO Inc. Press Release dated January 3, 2019.</u> |

**SIGNATURE**

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 3, 2019

By: /s/ Patrick J. Christmas II  
Patrick J. Christmas II  
Senior Vice President, General Counsel