

REGENXBIO Inc.  
Form SC 13G/A  
February 14, 2019

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

**SCHEDULE 13G**  
**(Amendment No. 1)**  
**Under the Securities Exchange Act of 1934**

**REGENXBIO INC.**  
**(Name of Issuer)**

**Common Stock, par value \$0.0001 per share**

**(Title of Class of Securities)**

**75901B107**

**(CUSIP Number)**

**December 31, 2018**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Exchange Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**CUSIP No. 75901B107**

1. Names of Reporting Persons

I.R.S. Identification No. of Above Persons (Entities Only)

The Kiser 2012 Gift Trust

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

South Carolina

5. Sole Voting Power\*

Number of

Shares 948,157  
6. Shared Voting Power\*

Beneficially

Owned by 0  
Each 7. Sole Dispositive Power\*

Reporting

Person 948,157  
8. Shared Dispositive Power\*

With

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person\*

2,013,890

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)\*

5.62%

12. Type of Reporting Person (See Instructions)

OO

\* See Item 4 below.

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**CUSIP No. 75901B107**

1. Names of Reporting Persons

I.R.S. Identification No. of Above Persons (Entities Only)

The John Daniel Kiser Revocable Trust U/A/D July 27, 2011

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

South Carolina

5. Sole Voting Power\*

Number of

Shares 565,733  
6. Shared Voting Power\*

Beneficially

Owned by 0  
Each 7. Sole Dispositive Power\*

Reporting

Person 565,733  
8. Shared Dispositive Power\*

With

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person\*

2,013,890

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)\*

5.62%

12. Type of Reporting Person (See Instructions)

OO

\* See Item 4 below.

**CUSIP No. 75901B107**

1. Names of Reporting Persons

I.R.S. Identification No. of Above Persons (Entities Only)

The Kiser 2018 Grantor Retained Annuity Trust

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Florida

5. Sole Voting Power\*

Number of

Shares 500,000  
6. Shared Voting Power\*

Beneficially

Owned by 0  
Each 7. Sole Dispositive Power\*

Reporting

Person 500,000  
8. Shared Dispositive Power\*

With

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person\*

2,013,890

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)\*

5.62%

12. Type of Reporting Person (See Instructions)

OO

\* See Item 4 below.



**Item 1.**

**(a) Name of Issuer**

REGENXBIO Inc.

**(b) Address of Issuer's Principal Executive Offices**

9600 Blackwell Road, Suite 210

Rockville, Maryland 20850

**Item 2. (a) Name of Person(s) Filing**

The Kiser 2012 Gift Trust (the Kiser Gift Trust ) is a South Carolina trust, for which Allan M. Fox serves as co-trustee, which was established for the benefit of John Daniel Kiser's family. The John Daniel Kiser Revocable Trust U/A/D July 27, 2011 ( Kiser Revocable Trust ) is a South Carolina trust, for which Mr. Kiser serves as trustee, which was established for the benefit of Mr. Kiser's family. The Kiser 2018 Grantor Retained Annuity Trust (the Kiser Retained Annuity Trust ) is a Florida trust, for which Ellen G. Kiser, the wife of Mr. Kiser, serves as trustee, which was established for the benefit of Ms. Kiser's family.

**(b) Address of Principal Business Office or, if none, Residence**

1701 Pennsylvania Avenue, NW, Suite 900

Washington, DC 20006

**(c) Citizenship**

Florida (the Kiser Retained Annuity Trust) and South Carolina (the Kiser Gift Trust and the Kiser Revocable Trust)

**(d) Title of Class of Securities**

Common Stock, par value \$0.0001 per share

**(e) CUSIP Number**

75901B107

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership**

|   |                      |
|---|----------------------|
| <b>(a) Amount beneficially owned:</b>                             | 2,013,890            |
| <b>(b) Percent of class:</b>                                      | 5.62% <sup>(1)</sup> |
| <b>(c) Number of shares as to which the Reporting Person has:</b> |                      |
| <b>(i) Sole power to vote or direct the vote:</b>                 |                      |
| The Kiser Gift Trust  | 948,157              |
| The Kiser Revocable Trust   | 565,733              |
| The Kiser Retained Annuity Trust                                  | 500,000              |
| <b>(ii) Shared power to vote or direct the vote:</b>              | 0                    |

**(iii) Sole power to dispose or direct the disposition of:**

|                                  |         |
|----------------------------------|---------|
| The Kiser Gift Trust             | 948,157 |
| The Kiser Revocable Trust        | 565,733 |
| The Kiser Retained Annuity Trust | 500,000 |

**(iv) Shared power to dispose or direct the disposition of:** 0

(1) Based upon 35,840,359 shares of common stock of REGENXBIO Inc., a Delaware corporation (the Company ), outstanding as of November 2, 2018, as reported in the Company's Quarterly Report on Form 10-Q that the Company filed with the Securities and Exchange Commission on November 7, 2018.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Exchange Act Rule 14a-11.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2019

**The Kiser 2012 Gift Trust**

By: /s/ Allan M. Fox  
Name: Allan M. Fox, Co-trustee

**The John Daniel Kiser Revocable Trust**

By: /s/ John Daniel Kiser  
Name: John Daniel Kiser, Trustee

**The Kiser 2018 Grantor Retained Annuity Trust**

By: /s/ Ellen G. Kiser  
Name: Ellen G. Kiser, Trustee

**AGREEMENT REGARDING**

**THE JOINT FILING OF AMENDMENT NO. 1 TO SCHEDULE 13G**

The undersigned hereby agree as follows:

- (i) each of them is individually eligible to use the Amendment No. 1 on Schedule 13G to which this Exhibit is attached, and such Amendment No. 1 to Schedule 13G is filed on behalf of each of them; and
- (ii) each of them is responsible for the timely filing of such Amendment No. 1 to Schedule 13G and any subsequent amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: February 12, 2019

**The Kiser 2012 Gift Trust**

By: /s/ Allan M. Fox  
Name: Allan M. Fox, Co-trustee

**The John Daniel Kiser Revocable Trust**

By: /s/ John Daniel Kiser  
Name: John Daniel Kiser, Trustee

**The Kiser 2018 Grantor Retained Annuity Trust**

By: /s/ Ellen G. Kiser  
Name: Ellen G. Kiser, Trustee