

Regulus Therapeutics Inc.
Form 4/A
October 28, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ALNYLAM
PHARMACEUTICALS, INC.

(Last) (First) (Middle)

300 THIRD STREET, 3RD FLOOR

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Regulus Therapeutics Inc. [RGLS]

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
10/24/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	Price		
Common Stock	10/22/2014		S(1)	9,283	D	\$ 12.1792	6,000,517	D
						(2)		
Common Stock	10/22/2014		S(1)	15,791	D	\$ 12.8309	5,984,726	D
						(3)		
Common Stock	10/22/2014		S(1)	57,753	D	\$ 13.9112	5,926,973	D
						(4)		
Common Stock	10/22/2014		S(1)	15,156	D	\$ 14.6707	5,911,817	D
						(5)		

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Common Stock	10/22/2014	S ⁽¹⁾	11,376	D	\$ <u>(6)</u>	16.5881	5,900,441	D
Common Stock	10/22/2014	S ⁽¹⁾	175	D	\$ <u>(7)</u>	17.11	5,900,266	D
Common Stock	10/23/2014	S ⁽¹⁾	1,200	D	\$ <u>(8)</u>	13.939	5,899,066	D
Common Stock	10/23/2014	S ⁽¹⁾	450	D	\$ <u>(9)</u>	14.8956	5,898,616	D
Common Stock	10/23/2014	S ⁽¹⁾	50	D	\$ <u>(10)</u>	15.45	5,898,566	D
Common Stock	10/24/2014	S ⁽¹⁾	1,054	D	\$ <u>(11)</u>	14.6277	5,897,512	D
Common Stock	10/24/2014	S ⁽¹⁾	350	D	\$ <u>(12)</u>	15.5014	5,897,162	D
Common Stock	10/24/2014	S ⁽¹⁾	446	D	\$ <u>(13)</u>	16.2922	5,896,716	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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
ALNYLAM PHARMACEUTICALS, INC. 300 THIRD STREET, 3RD FLOOR CAMBRIDGE, MA 02142			X	

Signatures

/s/ Christopher Aker,
Attorney-in-Fact

10/28/2014

__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 sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2014.

This Form 4 is being amended to itemize the sales prices which were not available at the time the Form 4 was originally filed. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.47 to \$12.47 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(3) This Form 4 is being amended to itemize the sales prices which were not available at the time the Form 4 was originally filed. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.48 to \$13.44 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(4) This Form 4 is being amended to itemize the sales prices which were not available at the time the Form 4 was originally filed. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.47 to \$14.47 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(5) This Form 4 is being amended to itemize the sales prices which were not available at the time the Form 4 was originally filed. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.48 to \$15.27 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(6) This Form 4 is being amended to itemize the sales prices which were not available at the time the Form 4 was originally filed. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.00 to \$17.00 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(7) This Form 4 is being amended to itemize the sales prices which were not available at the time the Form 4 was originally filed.

(8) This Form 4 is being amended to itemize the sales prices which were not available at the time the Form 4 was originally filed. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.30 to \$14.27 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(9) This Form 4 is being amended to itemize the sales prices which were not available at the time the Form 4 was originally filed. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.42 to \$15.30 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and

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Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

- (10) This Form 4 is being amended to itemize the sales prices which were not available at the time the Form 4 was originally filed.

This Form 4 is being amended to itemize the sales prices which were not available at the time the Form 4 was originally filed. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.12 to

- (11) \$15.02 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

This Form 4 is being amended to itemize the sales prices which were not available at the time the Form 4 was originally filed. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.23 to

- (12) \$15.71 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

This Form 4 is being amended to itemize the sales prices which were not available at the time the Form 4 was originally filed. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.29 to

- (13) \$16.31 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

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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