

Regulus Therapeutics Inc.
Form 4
October 02, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
XANTHOPOULOS KLEANTHIS G

(Last) (First) (Middle)

C/O REGULUS THERAPEUTICS INC., 3545 JOHN HOPKINS COURT #210

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/30/2014		M	2,300	A \$ 0.38	4,766 ⁽¹⁾	D
Common Stock	09/30/2014		S ⁽²⁾	2,300	D \$ 7.0163 ⁽³⁾	2,466	D
Common Stock						80,216	I

By the
Xanthopoulos
Family Trust
dated
September 30,
2011

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Row 1: Stock Option (Right to Buy), \$ 0.38, 09/30/2014, M, 2,300, (4), 02/08/2019, Common Stock, 2,300.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: XANTHOPOULOS KLEANTHIS G, C/O REGULUS THERAPEUTICS INC., 3545 JOHN HOPKINS COURT #210, SAN DIEGO, CA 92121; Relationships: Director (X), Officer (President and CEO).

Signatures

/s/ Christopher Aker, Attorney-in-Fact, 10/02/2014

**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).
Includes an aggregate of 2,466 shares of Common Stock acquired by the Reporting Person pursuant to the Issuer's 2012 Employee Stock Purchase Plan: 611 shares were acquired on March 10, 2013; 576 shares were acquired on September 10, 2013; 820 shares were acquired on March 10, 2014 and 459 shares were acquired on September 10, 2014.
(2) Reported transaction occurred pursuant to a Rule 10b5-1 Plan adopted August 26, 2013.

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- The weighted average sale price for the transaction reported was \$7.0163, and the range of prices were between \$7.00 and \$7.09. Upon
- (3) request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price will be provided.
 - (4) The shares subject to the option are fully vested.

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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