

Regulus Therapeutics Inc.
Form 4
March 05, 2015

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

OMB APPROVAL

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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 *
XANTHOPOULOS KLEANTHIS G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O REGULUS THERAPEUTICS INC., 3545 JOHN HOPKINS COURT #210

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2015

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

(Street)
SAN DIEGO, CA 92121

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

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)
			Code	V Amount (D) Price			
Common Stock	03/05/2015		M	89,230 A \$ 0.38	91,696	D	
Common Stock	03/05/2015		S ⁽¹⁾	65,614 D \$ 20.0645	26,082	D	
Common Stock	03/05/2015		S ⁽¹⁾	23,616 D \$ 20.8143	2,466	D	
Common Stock					80,216	I	By the Xanthopoulos

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- (1) Reported transaction occurred pursuant to a Rule 10b5-1 Plan adopted November 25, 2014.

The weighted average sale price for the transaction reported was \$20.0645, and the range of prices were between \$19.50 and \$20.50.

- (2) Upon 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.

The weighted average sale price for the transaction reported was \$20.8143, and the range of prices were between \$20.51 and \$21.07.

- (3) Upon 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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