

REGENXBIO Inc.  
Form SC 13G/A  
February 14, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 1)\*  
REGENXBIO Inc. (Name of Issuer)  
Common Stock  
(Title of Class of Securities)  
75901B107 (CUSIP Number)  
December 31, 2016

(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 disclosures provided in a prior  
cover page.

The information required on 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  
("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).

CUSIP No. 75901B107

13G

Page 2 of 6 Pages

1.

NAMES OF REPORTING PERSONS

Brookside Capital Partners Fund, L.P.

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a) ?

Edgar Filing: REGENXBIO Inc. - Form SC 13G/A

(b) ?

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

5.

SOLE VOTING POWER

1,759,961

6.

SHARED VOTING POWER

0

7.

SOLE DISPOSITIVE POWER

1,759,961

8.

SHARED DISPOSITIVE POWER

0

Edgar Filing: REGENXBIO Inc. - Form SC 13G/A

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,759,961

10.

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see instructions) ?

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.65%

12.

TYPE OF REPORTING PERSON (see instructions)

PN

CUSIP No. 75901B107

13G

Page 3 of 6 Pages

1.

NAMES OF REPORTING PERSONS

Brookside Capital Trading Fund, L.P.

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a) ?

Edgar Filing: REGENXBIO Inc. - Form SC 13G/A

(b) ?

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

5.

SOLE VOTING POWER

734,398

6.

SHARED VOTING POWER

0

7.

SOLE DISPOSITIVE POWER

734,398

8.

SHARED DISPOSITIVE POWER

0

Edgar Filing: REGENXBIO Inc. - Form SC 13G/A

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

734,398

10.

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see instructions) ?

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.77%

12.

TYPE OF REPORTING PERSON (see instructions)

PN

CUSIP No. 75901B107

13G

Page 4 of 6 Pages

Item 1.

(a)

Name of Issuer

The name of the issuer to which this filing on Schedule  
13G relates is REGENXBIO Inc. (the "Company")

(b)

Address of Issuer's Principal Executive Offices

The principal executive offices of the Company are located at  
9712 Medical Center Drive, Suite 100, Rockville, MD

Edgar Filing: REGENXBIO Inc. - Form SC 13G/A

20850.

Item 2.

(a)

Name of Person Filing

This Statement is being filed on behalf the following (collectively, the "Reporting Persons"): (1) Brookside Capital Partners Fund, L.P., a Delaware limited partnership ("Partners Fund"), whose sole general partner is Brookside Capital Investors, L.P., a Delaware limited partnership ("Brookside Investors"), whose sole general partner is Bain Capital Public Equity Management, LLC, a Delaware limited liability company ("BCPE Management"); and (2) Brookside Capital Trading Fund, L.P., a Delaware limited partnership ("Trading Fund"), whose sole general partner is Brookside Capital Investors II, L.P., a Delaware limited partnership ("Brookside Investors II"), whose sole general partner is BCPE Management.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2017, a copy of which is filed with this Schedule 13G as Exhibit A, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

(b)

Address of the Principal Office or, if none, residence  
The principal business address of each of the Partners Fund, the Trading Fund, Brookside Investors, Brookside Investors II, and BCPE Management is c/o Bain Capital Public Equity, LP, 200 Clarendon Street, Boston, MA 02116.

(c)

Citizenship

Each of the Partners Fund, the Trading Fund, Brookside Investors, Brookside Investors II and BCPE Management is organized under the laws of the State of Delaware.

(d)

Title of Class of Securities

The class of equity securities of the Company to which this filing on Schedule 13G relates is Common Stock ("Common Stock").

(e)

CUSIP Number

Edgar Filing: REGENXBIO Inc. - Form SC 13G/A

The CUSIP number of the Company's Common Stock is 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:

(a)

?

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)

?

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)

?

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)

?

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)

?

An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);

(f)

?

An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);

(g)

?

A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

Edgar Filing: REGENXBIO Inc. - Form SC 13G/A

(h)

?

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

?

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)

?

Group, in accordance with 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to 240.13d-1(c), check this box.  
Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)

Amount beneficially owned: 2,494,359

(b)

Percent of class: 9.42% based upon 26,475,379 shares of Common Stock outstanding.



Edgar Filing: REGENXBIO Inc. - Form SC 13G/A

(c)

Number of shares as to which the person has: 2,494,359.

(i)

Sole power to vote or to direct the vote: 2,494,359.

(ii)

Shared power to vote or to direct the vote: 0.

(iii)

Sole power to dispose or to direct the disposition of: 2,494,359.

(iv)

Shared power to dispose or to direct the disposition of: 0.

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

Not applicable.

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.

Not applicable.

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

Not applicable.

Item 9. Notice of Dissolution of Group.

Edgar Filing: REGENXBIO Inc. - Form SC 13G/A

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.

CUSIP No. 75901B107

13G

Page 6 of 6 Pages

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 14, 2017

BROOKSIDE CAPITAL PARTNERS FUND, L.P.

By: Brookside Capital Investors, L.P.,  
its general partner

By: Bain Capital Public Equity Management, LLC,  
its general partner

By:  
Name:  
Title:

BROOKSIDE CAPITAL TRADING FUND, L.P.

By: Brookside Capital Investors II, L.P.,  
its general partner

By: Bain Capital Public Equity Management, LLC,  
its general partner

Edgar Filing: REGENXBIO Inc. - Form SC 13G/A

By:  
Name:  
Title:

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF  
SCHEDULE 13G

The undersigned hereby agree as follows:

(i) The Statement on Schedule 13G, and any amendments thereto, to which this Agreement is annexed as Exhibit A is and will be filed on behalf of each of them in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G and any 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 14, 2017

BROOKSIDE CAPITAL PARTNERS FUND, L.P.

By: Brookside Capital Investors, L.P.,  
its general partner  
By: Bain Capital Public Equity Management, LLC,  
its general partner

By:  
Name:  
Title:

BROOKSIDE CAPITAL TRADING FUND, L.P.

Edgar Filing: REGENXBIO Inc. - Form SC 13G/A

By: Brookside Capital Investors II, L.P.,  
its general partner  
By: Bain Capital Public Equity Management, LLC,  
its general partner

The percentage of Common Stock reported owned by the Reporting Persons is based upon 26,475,379 shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed November 9, 2016. The percentage of Common Stock reported owned by the Reporting Persons is based upon 26,475,379 shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 0-Q filed November 9, 2016.

48220740\_1  
48220740\_1  
48220740\_1