

Regulus Therapeutics Inc.
Form 4
February 03, 2015

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2015

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

SAN DIEGO, CA 92121

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | Price | |
| Common Stock | 01/30/2015 | | M | | 3,300 | \$ 0.38 | 5,766 D |
| Common Stock | 01/30/2015 | | S ⁽¹⁾ | | 3,300 | \$ 19.5004 | 2,466 D |
| Common Stock | 02/02/2015 | | M | | 2,400 | \$ 0.38 | 4,866 D |
| Common Stock | 02/02/2015 | | S ⁽¹⁾ | | 2,400 | \$ 19.7667 | 2,466 D |

| | | | |
|-----------------|--------|---|--|
| Common Stock | 80,216 | I | By the Xanthopoulos Family Trust dated September 30, 2011 |
|-----------------|--------|---|--|

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Option (Right to Buy) | \$ 0.38 | 01/30/2015 | | M | 3,300 | (4) 02/08/2019 | Common Stock | 3,300 |
| Stock Option (Right to Buy) | \$ 0.38 | 02/02/2015 | | M | 2,400 | (4) 02/08/2019 | Common Stock | 2,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| XANTHOPOULOS KLEANTHIS G C/O REGULUS THERAPEUTICS INC. 3545 JOHN HOPKINS COURT #210 SAN DIEGO, CA 92121 | X | | President and CEO | |

Signatures

/s/ Christopher Aker,
Attorney-in-Fact

02/03/2015

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

The weighted average sale price for the transaction reported was \$19.5004, and the range of prices were between \$19.50 and \$19.51.

(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 \$19.7667, and the range of prices were between \$19.68 and \$19.94.

(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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