

Regulus Therapeutics Inc.

Form 4

February 07, 2014

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gibson Neil W

(Last) (First) (Middle)

C/O REGULUS THERAPEUTICS  
INC., 3545 JOHN HOPKINS  
COURT, SUITE 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)

02/05/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Scientific Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 02/05/2014                              |                                                             | M                                    | 2,500                                                                   | A \$ 1.74                                                                                                          | 52,500                                                                  | D                                                                              |
| Common<br>Stock                       | 02/05/2014                              |                                                             | S <sup>(1)</sup>                     | 17,500                                                                  | D \$ 8.3832                                                                                                        | 35,000                                                                  | D                                                                              |
| Common<br>Stock                       | 02/06/2014                              |                                                             | M                                    | 45,000                                                                  | A \$ 1.74                                                                                                          | 80,000                                                                  | 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

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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                                                         | Amount or Number of Shares    |
| Stock Option (Right to Buy)                | \$ 1.74                                                | 02/05/2014                           |                                                    | M                              | 2,500                                                                                   | (3) 04/17/2021                                           | Common Stock                                                  | 2,500                         |
| Stock Option (Right to Buy)                | \$ 1.74                                                | 02/06/2014                           |                                                    | M                              | 45,000                                                                                  | (3) 04/17/2021                                           | Common Stock                                                  | 45,000                        |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Gibson Neil W  
C/O REGULUS THERAPEUTICS INC.  
3545 JOHN HOPKINS COURT, SUITE 210  
SAN DIEGO, CA 92121

Chief Scientific Officer

## Signatures

/s/ Christopher Aker,  
Attorney-in Fact

02/07/2014

\_\_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) Reported transaction occurred pursuant to Rule 10b5-1 Plan adopted August 26, 2013.

The weighted average sale price for the transaction reported was \$8.3832, and the range of prices were between \$8.10 and \$9.14. 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.

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- (3) 25% of the shares vested on April 18, 2012 and the remainder of the shares vest in equal installments on a monthly basis thereafter, such that the option is fully vested on April 18, 2015.

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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