



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

September 30, 2019

Kenneth T. Mills  
President and Chief Executive Officer  
Regenxbio Inc.  
96 Blackwell Road  
Suite 210  
Rockville, Maryland 20850

**Re: REGENXBIO INC.**  
**Form 10-Q for the Quarterly Period Ended March 31, 2019**  
**Exhibit No. 10.2**  
**Filed May 7, 2019**  
**File No. 001-37553**

Dear Mr. Mills:

We have concluded our assessment of your redacted exhibit for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance