

Rosen Hugh
Form 4
November 13, 2018

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 *
Rosen Hugh

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)

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

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

C/O REGULUS THERAPEUTICS INC., 10614 SCIENCE CENTER DRIVE

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

(Street)

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)	
			Code	V	Amount	(D)	Price	
Common Stock	11/12/2018		A		19,245	A	<u>(1)</u> 22,756 <u>(2)</u>	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 74.4	11/12/2018		D	5,912 (2)	(3) 05/31/2026	Common Stock	5,912 (2)
Stock Option (Right to Buy)	\$ 17.4	11/12/2018		D	2,500 (2)	(5) 05/30/2027	Common Stock	2,500 (2)
Stock Option (Right to Buy)	\$ 8.52	11/12/2018		D	6,250 (2)	(6) 05/16/2028	Common Stock	6,250 (2)
Stock Option (Right to Buy)	\$ 8.76	11/12/2018		D	4,583 (2)	(7) 05/31/2028	Common Stock	4,583 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosen Hugh C/O REGULUS THERAPEUTICS INC. 10614 SCIENCE CENTER DRIVE SAN DIEGO, CA 92121	X			

Signatures

Christopher Aker, Attorney
in Fact 11/13/2018

**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).

- On November 12, 2018, the issuer canceled, pursuant to the issuer's option exchange program, the options listed below in Table II. In exchange for the options cancelled, the reporting person received Restricted Stock Units (RSUs) as reported in this Table I. The RSUs vest ratably on a quarterly basis, such that the the RSUs are fully vested one year after the date of grant, subject to the reporting person's continuous service to Regulus through each vesting date.
- (1) Share numbers and exercise price reflect the 12-to-1 reverse stock split of the Issuer's common stock effective October 3, 2018.
One third of the shares subject to the cancelled option would have vested on the one year anniversary of the date of grant and the balance of the shares would have vested in a series of 24 equal monthly installments thereafter, such that the option would have been fully vested on the third anniversary of the date of grant.
 - (2) On November 12, 2018, the issuer cancelled, pursuant to the issuer's option exchange program, the listed option. In exchange for the options cancelled, the reporting person received the Restricted Stock Units reported above in Table I.
 - (3) The shares subject to the cancelled option were fully vested.
 - (4) The cancelled option provided for vesting in 12 equal monthly installments commencing on the date of grant.
 - (5) The cancelled option vested in twelve equally monthly installments, such that the option would have been fully vested one year from the date of grant, or the date of the Company's next annual shareholder meeting, whichever occurred first.

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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