

Regulus Therapeutics Inc.  
Form 4  
October 31, 2014

**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 \*  
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)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/29/2014

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

(Street)  
SAN DIEGO, CA 92121

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

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |
| Common Stock                    | 10/29/2014                           |  | M                              |   | 3,505   | A  | \$ 0.38 5,971 D                            |
| Common Stock                    | 10/29/2014                           |  | S <sup>(1)</sup>               |   | 1,400   | D  | \$ 18.66 4,571 D                           |
| Common Stock                    | 10/29/2014                           |  | S <sup>(1)</sup>               |   | 2,005   | D  | \$ 19.78 2,566 D                           |
| Common Stock                    | 10/29/2014                           |  | S <sup>(1)</sup>               |   | 100   | D  | \$ 20.41 2,466 D                           |

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

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                                     |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 0.38  | 10/29/2014                              |   | M                                    | 3,505   | (4)<br>02/08/2019  | Common<br>Stock   | 3,505                                     |

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| /s/ Christopher Aker,<br>Attorney-in Fact | 10/31/2014 |
| **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 a Rule 10b5-1 Plan adopted August 26, 2013.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.25 to \$19.07 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.40 to \$20.40 inclusive. The reporting person undertakes to provide to RGLS, any security holder of RGLS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

(3) 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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