Regulus Therapeutics Inc.

Form 4

October 24, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ALNYLAM

PHARMACEUTICALS, INC.

(Last)

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

Regulus Therapeutics Inc. [RGLS]

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

300 THIRD STREET, 3RD FLOOR 10/22/2014

(Middle)

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CAMBRIDGE, MA 02142

| (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. Transactic Code (Instr. 8) | 4. Securitie orDisposed or (Instr. 3, 4 a | f (D) | uired (A) or | 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 Beneficial Ownership (Instr. 4) | | |
| Common Stock | 10/22/2014 | | S(1) | 109,534 | D | \$ 13.9968 (2) | 5,900,266 | D | | | |
| Common Stock | 10/23/2014 | | S <u>(1)</u> | 1,700 | D | \$ 14.2367 (3) | 5,898,566 | D | | | |
| Common Stock | 10/24/2014 | | S <u>(1)</u> | 1,850 | D | \$ 15.1943 (4) | 5,896,716 | D | | | |

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

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title a | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-----------------|---------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration D | ate | Amount | of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underlyi | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | Δ. | | | |
| | | | | | | | | | mount | | |
| | | | | | | Date | Expiration Date | Or T:41- N | | | |
| | | | | | | Exercisable | | Title Number | | | |
| | | | | C 1 W | (A) (D) | | | of | | | |
| | | | | Code V | (A) (D) | | | Si | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

ALNYLAM PHARMACEUTICALS, INC. 300 THIRD STREET, 3RD FLOOR CAMBRIDGE, MA 02142

X

Signatures

/s/ Christopher Aker, 10/24/2014 Attorney-in-Fact

**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) The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 22, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.47 (2) to \$17.11 inclusive. Full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4 is unavailable.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.30 (3) to \$15.45 inclusive. Full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4 is unavailable.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.12 (4) to \$16.31 inclusive. Full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4 is unavailable.

Reporting Owners 2

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