

Regulus Therapeutics Inc.  
Form 4  
August 08, 2014

# FORM 4

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

OMB APPROVAL

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## 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 \*  
ALNYLAM  
PHARMACEUTICALS, INC.

(Last) (First) (Middle)

300 THIRD STREET, 3RD FLOOR

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Regulus Therapeutics Inc. ["RGLS"]

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

08/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 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 or Price   |  |                                   |
| Common Stock                    | 08/06/2014                           |  | S <sup>(1)</sup>               |   | 3,150 D 7.0794  | 6,103,300  | D                                 |
|                                 |                                      |  |                                |   | \$<br>(2)   |  |                                   |
| Common Stock                    | 08/07/2014                           |  | S <sup>(1)</sup>               |   | 2,600 D 6.6623  | 6,100,700  | D                                 |
|                                 |                                      |  |                                |   | \$<br>(3)   |  |                                   |
| Common Stock                    | 08/08/2014                           |  | S <sup>(1)</sup>               |   | 1,850 D 6.8014  | 6,098,850  | D                                 |
|                                 |                                      |  |                                |   | \$<br>(4)   |  |                                   |

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



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- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.74 to \$6.89 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.