

Regulus Therapeutics Inc.
Form 4/A
June 18, 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 *
Gibson Neil W

(Last) (First) (Middle)

C/O REGULUS THERAPEUTICS INC., 3545 JOHN HOPKINS COURT, SUITE 210

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Regulus Therapeutics Inc. ["RGLS"]

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

03/06/2014

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

03/07/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Scientific Officer

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

X 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Filing Date |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|--|----------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|--|----------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Sec (In | | | | |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|---------|------------------|-----------------|-------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

| | | | | | | | | |
|-----------------------------|---------|------------|---|-------|-----|------------|--------------|-------|
| Stock Option (Right to Buy) | \$ 1.74 | 03/06/2014 | M | 2,500 | (1) | 04/17/2021 | Common Stock | 2,500 |
|-----------------------------|---------|------------|---|-------|-----|------------|--------------|-------|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gibson Neil W
C/O REGULUS THERAPEUTICS INC.
3545 JOHN HOPKINS COURT, SUITE 210
SAN DIEGO, CA 92121

Chief Scientific Officer

Signatures

/s/ Christopher Aker,
Attorney-in Fact

06/18/2014

__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) 25% of the shares vested on April 18, 2012 and the remainder of the shares vest in equal installments on a monthly basis thereafter, such that the option is fully vested on April 18, 2015.

(2) This Form 4 is being amended to correct the number of derivative securities beneficially owned following the reported transaction.

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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