

RASTETTER WILLIAM H

Form 4

November 13, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RASTETTER WILLIAM H**

(Last) (First) (Middle)

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

(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)  
**11/12/2018**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
|                                       |   |   | Code                                    | V  | Amount   | (A)<br>or<br>(D)   | Price   |
| Common<br>Stock                       | 11/12/2018                              |   | A                                       |  | 23,258   | A  | <u>(1)</u> 79,672 <u>(2)</u>                                      |

William H.  
Rastetter  
TTEE,  
Marisa  
Rastetter  
TTEE  
9-2-2010  
FBO  
Rastetter  
Family  
Trust

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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<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. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|--------------------|---|--|---|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 92.04   | 11/12/2018                              |   | D                                    | 2,500<br>(2)  | (3)  | 03/31/2023         | Common<br>Stock   | 2,500<br>(2)                           |   |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 111.84  | 11/12/2018                              |   | D                                    | 1,458<br>(2)  | (3)  | 06/09/2023         | Common<br>Stock   | 1,458<br>(2)                           |   |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 74.64   | 11/12/2018                              |   | D                                    | 1,458<br>(2)  | (3)  | 05/21/2024         | Common<br>Stock   | 1,458<br>(2)                           |   |

|                                      |           |            |  |   |                     |            |            |                 |                     |
|--------------------------------------|-----------|------------|--|---|---------------------|------------|------------|-----------------|---------------------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 120.24 | 11/12/2018 |  | D | 1,458<br><u>(2)</u> | <u>(3)</u> | 06/08/2025 | Common<br>Stock | 1,458<br><u>(2)</u> |
|--------------------------------------|-----------|------------|--|---|---------------------|------------|------------|-----------------|---------------------|

|                                      |         |            |  |   |                     |            |            |                 |                     |
|--------------------------------------|---------|------------|--|---|---------------------|------------|------------|-----------------|---------------------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 74.4 | 11/12/2018 |  | D | 3,051<br><u>(2)</u> | <u>(3)</u> | 05/31/2026 | Common<br>Stock | 3,051<br><u>(2)</u> |
|--------------------------------------|---------|------------|--|---|---------------------|------------|------------|-----------------|---------------------|

|                                      |         |            |  |   |                     |            |            |                 |                     |
|--------------------------------------|---------|------------|--|---|---------------------|------------|------------|-----------------|---------------------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 17.4 | 11/12/2018 |  | D | 2,500<br><u>(2)</u> | <u>(3)</u> | 05/30/2027 | Common<br>Stock | 2,500<br><u>(2)</u> |
|--------------------------------------|---------|------------|--|---|---------------------|------------|------------|-----------------|---------------------|

|                                      |         |            |  |   |                     |            |            |                 |                     |
|--------------------------------------|---------|------------|--|---|---------------------|------------|------------|-----------------|---------------------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 8.52 | 11/12/2018 |  | D | 6,250<br><u>(2)</u> | <u>(5)</u> | 05/16/2028 | Common<br>Stock | 6,250<br><u>(2)</u> |
|--------------------------------------|---------|------------|--|---|---------------------|------------|------------|-----------------|---------------------|

|                                      |         |            |   |              |     |            |                 |              |
|--------------------------------------|---------|------------|---|--------------|-----|------------|-----------------|--------------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 8.76 | 11/12/2018 | D | 4,583<br>(2) | (6) | 05/31/2028 | Common<br>Stock | 4,583<br>(2) |
|--------------------------------------|---------|------------|---|--------------|-----|------------|-----------------|--------------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| RASTETTER WILLIAM H<br>C/O REGULUS THERAPEUTICS INC.<br>10614 SCIENCE CENTER DRIVE<br>SAN DIEGO, CA 92121 | X             |           |         |       |

## Signatures

|                                       |            |
|---------------------------------------|------------|
| Christopher Aker, Attorney<br>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).

- (1) 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.
- (2) Share numbers and exercise price reflect the 12-to-1 reverse stock split of the Issuer's common stock effective October 3, 2018.
- (3) The shares subject to the cancelled option were fully vested.
- (4) 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.
- (5) The cancelled option provided for vesting in 12 equal monthly installments commencing on the date of grant.

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- (6) 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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