

Regulus Therapeutics Inc.

Form 3

October 04, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â ALNYLAM
PHARMACEUTICALS, INC.

(Last) (First) (Middle)

300 THIRD STREET, 3RD
FLOOR

(Street)

CAMBRIDGE,Â MAÂ 02142

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/04/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original 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

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or
Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares			or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	6,150,500	\$ (1)		D (2)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALNYLAM PHARMACEUTICALS, INC. 300 THIRD STREET, 3RD FLOOR CAMBRIDGE, MA 02142	Â	Â X	Â	Â

Signatures

/s/ Barry E. Greene, President and COO of the Reporting Person

10/04/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 Series A Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will convert upon the closing of the Issuer's initial public offering at a conversion ratio of 1 share of Common Stock for every 2 shares of Series A Preferred Stock, for no additional consideration.

(2) Barry E. Greene and John M. Maraganore, Ph.D., are each officers and, in Dr. Maraganore's case, a director, of the Reporting Person and therefore may be deemed to have control and indirect beneficial ownership of shares held by the Reporting Person. Mr. Greene and Dr. Maraganore disclaim beneficial ownership over the shares held by the Reporting Person, except to the extent of their respective proportionate pecuniary interests therein.

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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