

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* MAKOWER JOSHUA (Last) (First) (Middle) 1954 GREENSPRING DRIVE, SUITE 600 (Street) TIMONIUM MD 21093 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Regulus Therapeutics Inc. [RGLS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/07/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/07/2019		p ⁽¹⁾		1,136,704	A	\$1.08	2,052,454	I	See Note 2 ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock Purchase Warrant (Right to Buy)	\$1.08	05/07/2019		p ⁽¹⁾		3,703,704		05/07/2019	05/07/2024	Common Stock	3,703,704	\$0.125	3,703,704	I	See Note 2 ⁽²⁾
Class A-1 Convertible Preferred Stock	(3)	05/07/2019		p ⁽¹⁾		256,700		05/07/2019	(3)	Common Stock	2,567,000 ⁽³⁾	\$10.8	256,700	I	See Note 2 ⁽²⁾

Explanation of Responses:

- Acquired from the Issuer pursuant to a Securities Purchase Agreement dated May 3, 2019 with a closing date of May 7, 2019.
- The Reporting Person is a manager of NEA 16 GP, LLC, ("NEA 16 GP") which is the sole general partner of NEA Partners 16, L.P. ("NEA Partners 16"). NEA Partners 16 is the sole general partner of New Enterprise Associates 16, L.P. ("NEA 16"). NEA 16 is the sole member of Growth Equity Opportunities Fund V, LLC ("GEO V"), which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the securities held by GEO V in which the Reporting Person has no pecuniary interest.
- Each share of Class A-1 Convertible Preferred Stock, par value \$0.001 per share ("Class A-1 Preferred Stock"), of the Issuer is convertible at any time into a number of shares of common stock, par value \$0.001 ("Common Stock"), of the Issuer at a rate of 10 shares of Common Stock for each share of Class A-1 Preferred Stock, for no additional consideration, in each case subject to customary adjustments under the certificate of designations for the Class A-1 Preferred Stock (the "Certificate of Designations"). Unless converted pursuant to its terms, the Class A-1 Preferred Stock does not expire. The Certificate of Designations prohibits conversion to the extent that the holder, together with its affiliates, would beneficially own in excess of 9.99% of the number of shares of Common Stock outstanding immediately after giving effect to the conversion.

Remarks:

/s/ Sasha Keough, attorney-in-fact 05/09/2019

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.