

Xencor Inc
 Form 4
 December 06, 2013

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 *
WERNER HAROLD R

(Last) (First) (Middle)

C/O HEALTHCARE VENTURES
 VIII, L.P., 47 THORNDIKE
 STREET, SUITE B1-1

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Xencor Inc [XNCR]

3. Date of Earliest Transaction
 (Month/Day/Year)
12/06/2013

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 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 Ownership (Instr. 4)
Common Stock	12/06/2013		C ⁽¹⁾	1,035,407 A \$ 0	1,035,407	I	By Partnership ⁽²⁾

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)

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Series A-1 Preferred Stock	\$ 0 ⁽¹⁾	12/06/2013		C	3,209,763	⁽¹⁾ ⁽¹⁾	Common Stock	1,035,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WERNER HAROLD R
C/O HEALTHCARE VENTURES VIII, L.P.
47 THORNDIKE STREET, SUITE B1-1
CAMBRIDGE, MA 02141

X

Signatures

/s/Jeffrey B. Steinberg, Attorney-in-Fact for Harold Werner

12/06/2013

__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) Every 3.1 shares of Series A-1 Preferred Stock automatically converted into 1 share of common stock of the issuer on December 6, 2013, the date of the closing of the initial public offering of the issuer's securities.

These securities are held of record by HealthCare Ventures VIII, L.P ("HCVVIII"). HealthCare Partners VIII, L.P. ("HCPVIII") is the General Partner of HCVVIII and HealthCare Partners VIII LLC (the "LLC") is the General Partner of HCPVIII. Mr. Werner is a managing director of the LLC and, as such, may be deemed to exercise shared voting and investment power with respect to the shares owned by HCVVIII. Mr. Werner disclaims beneficial ownership of the securities owned by HCVVIII except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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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