Xencor Inc Form 4 December 06, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

Security

(Instr. 3)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * WERNER HAROLD R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Xencor Inc [XNCR] (Middle)

(Check all applicable)

C/O HEALTHCARE VENTURES

(Street)

(First)

VIII. L.P., 47 THORNDIKE STREET, SUITE B1-1

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

12/06/2013

Filed(Month/Day/Year)

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

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02141

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

12/06/2013

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

1,035,407

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Securities Beneficially Owned Following

Ownership Form: Direct (D) or Indirect

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

Reported (A) or

1,035,407

\$0

A

Transaction(s) (Instr. 4) (Instr. 3 and 4)

Price Code V Amount (D)

 $C^{(1)}$

Ι

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 orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A-1 Preferred Stock	\$ 0 (1)	12/06/2013		C	3,209,763	<u>(1)</u>	<u>(1)</u>	Common Stock	1,035,40

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of the Fundament	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 manging 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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