Xencor Inc Form 4 August 11, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

See Instruction

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* STAFFORD JOHN S III

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Xencor Inc [XNCR]

(Check all applicable)

(First)

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

Director Officer (give title

\_X\_\_ 10% Owner \_\_ Other (specify

350 N. ORLEANS STREET, SUITE

(Street)

08/09/2016

below)

2N

4. If Amendment, Date Original

Applicable Line) Form filed by One Reporting Person

Filed(Month/Day/Year)

X Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

CHICAGO, IL 60654-1975

(City)	(State)	(Zip) 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)  (A) or Amount (D) Price		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)		
Common Stock	08/09/2016		S	10,000	` /	\$ 21.88 (1)	5,247,240 (4)	I	By Ronin Capital, LLC	
Common Stock	08/10/2016		S	10,500	D	\$ 21.725 (2)	5,236,740 (4)	I	By Ronin Capital, LLC	
Common Stock	08/11/2016		S	10,000	D	\$ 22.01 (3)	5,226,740 (4)	I	By Ronin Capital, LLC	
Common Stock							7,500	D		

Common Stock 2,000,000 I By Ronin Trading, LLC

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

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 control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amoun Underl Securit (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

signatory

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
STAFFORD JOHN S III 350 N. ORLEANS STREET SUITE 2N CHICAGO, IL 60654-1975		X					
Ronin Capital, LLC 350 N. ORLEANS STREET SUITE 2N CHICAGO, IL 60654-1975	X						
Signatures							
/s/ John S. Stafford, III		08/11/2010	5				
**Signature of Reporting Person		Date					
/s/ Agnes Burda, authorized							

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08/11/2016

\*\*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).
- This transaction was executed in multiple trades at prices ranging from \$21.86 to \$21.90. The price reported above reflects the average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades at prices ranging from \$21.54 to \$21.91. The price reported above reflects the average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades at prices ranging from \$21.97 to \$22.05. The price reported above reflects the average (3) purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected
  - On April 29, 2016, John R. Stafford, III transferred 5,257,240 shares of the issuer's common stock to his Class C Capital Account at Ronin Capital, LLC ("Ronin Capital"), a limited liability company owned and managed by Mr. Stafford. Mr. Stafford is the indirect
- beneficial owner of all of the shares of common stock of the issuer held of record by Ronin Capital. The transfer on April 29, 2016 did not result in any change in Mr. Stafford's pecuniary interest in the securities but only a change in the form of ownership of the securities from direct to indirect, and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13. Mr. Stafford's total direct and indirect holdings are being reported in this Form 4 to enable reconciliation to Mr. Stafford's previous Form 4 filings.

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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