Edgar Filing: Xencor Inc - Form 4

Xencor Inc

| Form 4 | 2015 | | | | | | | | | | |
|---|--|---------------------|---|--|--|---|---|--|--|-----------|--|
| February 13, | | | | | | | | | OMB A | PPROVAL | |
| FORM | | ED STATES | | ITIES Al hington, | | | NGE (| COMMISSION | OMB Number: | 3235-0287 | |
| Check thi if no long subject to Section 10 Form 4 or | F CHANGES IN BENEFICIAL OWNE SECURITIES | | | | | NERSHIP OF | Expires: Estimated a burden hou response | irs per | | | |
| Form 5 obligation may conti <i>See</i> Instru 1(b). | nue. Section | 17(a) of the | | ility Hold | ing Com | pany | Act o | ge Act of 1934, f 1935 or Sectio 40 | | | |
| (Print or Type R | esponses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Baracchini Edgardo Jr | | | 2. Issuer Name and Ticker or Trading Symbol Xencor Inc [XNCR] | | | | g | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | | | | | | (Check all applicable) | | | |
| (Last) (First) (Middle) C/O XENCOR, INC., 111 WEST LEMON AVENUE | | | 3. Date of Earliest Transaction(Month/Day/Year)02/12/2015 | | | | | Director 10% Owner XOfficer (give title Other (specify below) below) Chief Business Officer | | | |
| (Street) | | | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | | |
| MONROVIA | A, CA 91016 | | Filed(Mont | h/Day/Year) | | | | Applicable Line) _X_ Form filed by Form filed by M Person | One Reporting Po More than One Ro | | |
| (City) | (State) | (Zip) | Table | I - Non-De | erivative S | ecuri | ties Ac | quired, Disposed o | f. or Beneficia | llv Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction (Month/Day/Y | ear) Executi any | | 3. Transactic Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, - | ies (A) o of (D | r) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Common Stock | | | | | ount | (2) | 11100 | 2,204 <u>(1)</u> | D | | |

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.

 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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) | | 8 I S (|
|---|---|---|---|--|---------|--|--------------------|---|-------------------------------------|------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (right to buy) | \$ 15.69 | 02/12/2015 | | А | 50,000 | (2) | 02/11/2025 | Common Stock | 50,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Baracchini Edgardo Jr C/O XENCOR, INC. 111 WEST LEMON AVENUE MONROVIA, CA 91016 | | | Chief Business Officer | | | | |
| Signatures | | | | | | | |

/s/ John J. Kuch, Attorney-in-Fact

**Signature of Reporting Person

02/13/2015

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) Voluntary reporting of the acquisition of 1,049 shares of Common Stock by the Reporting Person on June 10, 2014 and 1,155 shares of Common Stock on December 11, 2014 pursuant to the Issuer's Employee Stock Purchase Plan.
- 25% of the shares subject to the option shall vest on the one year anniversary of February 12, 2015 (the "Vesting Commencement Date"), (2) and 1/48th of the shares shall vest monthly thereafter, such that the option shall be fully vested and exercisable on the four year
- anniversary of the Vesting Commencement Date.

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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