Xenon Pharmaceuticals Inc.

Form 3

November 04, 2014

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Xenon Pharmaceuticals Inc. [XENE] A Bridger Gary (Month/Day/Year) 11/04/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O XENON (Check all applicable) **PHARMACEUTICALS**

INC.. 200 - 3650 GILMORE 10% Owner Director WAY _X__ Officer Other (give title below) (specify below) (Street) EVP, Research & Development

Filing(Check Applicable Line) _X_ Form filed by One Reporting Person BURNABY, A1Â V5G 4W8 Form filed by More than One

Reporting Person

6. Individual or Joint/Group

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

(I) (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: Direct (D) or Indirect

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of Price of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	(1)	01/13/2023	Common Shares	41,152 (2)	\$ 2.71 (3)	D	Â
Stock Option (Right to Buy)	(4)	01/13/2024	Common Shares	10,288 (2)	\$ 9.85 (5)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 9	Director	10% Owner	Officer	Other	
Bridger Gary C/O XENON PHARMACEUTICALS INC. 200 - 3650 GILMORE WAY BURNABY, A1 V5G 4W8	Â	Â	EVP, Research & Development	Â	

Signatures

/s/ Barbara Mery, Attorney-in-fact for Gary Bridger 11/04/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- 25% of the shares subject to the Option vested on the one year anniversary of January 14, 2013 (the "2013 Vesting Commencement."). Date") and thereafter 1/48th of the shares subject to the Option yest on each monthly anniversary of the 2013 Vesting Commencement.
- (1) Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the 2013 Vesting Commencement Date.
- (2) Reflects a 1-for-4.86 reverse stock split of the Issuer's outstanding shares effected October 1, 2014 (the "Reverse Stock Split").
- The exercise price was converted from \$2.67 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- 25% of the shares subject to the Option will vest on the one year anniversary of January 14, 2014 (the "2014 Vesting Commencement (4) Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the 2014 Vesting Commencement Date
- The exercise price was converted from \$10.78 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after (5) giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.

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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