

TARNOW MICHAEL M  
Form 4  
June 22, 2018

**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 \*  
TARNOW MICHAEL M

(Last) (First) (Middle)

C/O XENON  
PHARMACEUTICALS INC, 200 -  
3650 GILMORE WAY

(Street)

BURNABY, A1 V5G 4W8

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Xenon Pharmaceuticals Inc. [XENE]

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

06/21/2018

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Shares	06/21/2018		M		5,144 A \$ 3.7 (1)	60,311	D
Common Shares	06/21/2018		M		2,057 A 3.66 (1)	62,368	D
Common Shares	06/21/2018		M		5,144 A 3.07 (1)	67,512	D

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

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(9-02)

**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. 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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.7 <sup>(1)</sup>	06/21/2018		M	5,144	<sup>(2)</sup> 06/26/2018	Common Shares	5,144
Stock Option (Right to Buy)	\$ 3.66 <sup>(1)</sup>	06/21/2018		M	2,057	<sup>(3)</sup> 06/30/2018	Common Shares	2,057
Stock Option (Right to Buy)	\$ 3.07 <sup>(1)</sup>	06/21/2018		M	5,144	<sup>(4)</sup> 12/31/2018	Common Shares	5,144

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

TARNOW MICHAEL M  
C/O XENON PHARMACEUTICALS INC  
200 - 3650 GILMORE WAY  
BURNABY, A1 V5G 4W8

X

## Signatures

/s/ Joanne Smartt,  
Attorney-in-fact

06/22/2018

\_\_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) The exercise price was converted to U.S. dollars from \$3.74 CAD using the closing rate of exchange of the Bank of Canada on the date of grant. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- (2) The shares subject to the option fully vested on May 31, 2011.
- (3) The shares subject to the option fully vested on June 30, 2011.
- (4) The shares subject to the option fully vested on December 31, 2011.

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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