

Foster Paul A
Form 4
August 16, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Foster Paul A

(Last) (First) (Middle)

C/O XENCOR, INC., 111 WEST
LEMON AVENUE

(Street)

MONROVIA, CA 91016

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Xencor Inc [XNCR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Medical Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/14/2018		M	15,496	A \$ 11.05 20,448 ⁽¹⁾	D	
Common Stock	08/14/2018		S	15,496	D \$ 41.1061 4,952 ⁽²⁾	D	
Common Stock	08/15/2018		M	106	A \$ 11.05 5,058	D	
Common Stock	08/15/2018		S	106	D \$ 41.1 4,952	D	
Common Stock	08/16/2018		M	20,739	A \$ 11.05 25,691	D	

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Common Stock 08/16/2018 S 20,739 D \$ 41.1 4,952 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)	\$ 11.05	08/14/2018		M	15,496	<u>(3)</u> 02/20/2024	Common Stock	15,496
Stock Option (right to buy)	\$ 11.05	08/15/2018		M	106	<u>(3)</u> 02/20/2024	Common Stock	106
Stock Option (right to buy)	\$ 11.05	08/16/2018		M	20,739	<u>(3)</u> 02/20/2024	Common Stock	20,739

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Foster Paul A C/O XENCOR, INC. 111 WEST LEMON AVENUE MONROVIA, CA 91016	Chief Medical Officer

Signatures

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

08/16/2018

__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).

Includes the following shares acquired by the Reporting Person pursuant to the Issuer's Employee Stock Purchase Plan: 1,207 shares of

- (1) Common Stock acquired on June 10, 2015, 1,212 shares of Common Stock acquired on December 10, 2015 and 114 shares of Common Stock acquired on June 9, 2018.

The weighted average sale price for the transaction reported was \$41.1061, and the range of prices were between \$41.10 and \$41.120.

- (2) Upon request by the SEC staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares purchased or sold at each separate price will be provided.

- (3) The stock option is fully vested.

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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