

Xenon Pharmaceuticals Inc.
Form SC 13G/A
February 14, 2017

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(AMENDMENT NO 2)*

Xenon Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

98420N105

(CUSIP Number)

December 31, 2016

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 15 Pages

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

2 InterWest Partners VII, LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF 297,521
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 297,521
WITH 8 SHARED DISPOSITIVE POWER

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 297,521
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 1.7%
TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

2 InterWest Investors VII, LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF 14,247
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 14,247
WITH 8 SHARED DISPOSITIVE POWER

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 14,247
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1%

12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

InterWest Management Partners VII, LLC (the General Partner of InterWest Partners VII, LP and InterWest Investors VII, LP)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF

311,768

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

311,768

WITH

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

311,768

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 1.7%
TYPE OF REPORTING PERSON

OO

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Cusip No. 98420N105

13G

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

InterWest Venture Management Company
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF
8,293

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON
8,293

WITH

8 SHARED DISPOSITIVE POWER

0
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,293
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%

12 TYPE OF REPORTING PERSON

CO

Kliman and Oronsky each serve as an officer and director of InterWest Venture Management Company (IVMC) and share voting and dispositive power over the shares owned by IVMC and may be deemed beneficially to own the shares held by IVMC.

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

2 Harvey B. Cash (a Managing Director of InterWest Management Partners VII, LLC)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 311,768
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON
0

WITH 8 SHARED DISPOSITIVE POWER

9 311,768
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 311,768
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Harvey B. Cash that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

2 Philip T. Gianos (a Managing Director of InterWest Management Partners VII, LLC)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 311,768
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON
0

WITH 8 SHARED DISPOSITIVE POWER

9 311,768
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 311,768
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Philip T. Gianos that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

2 W. Stephen Holmes III (a Managing Director of InterWest Management Partners VII, LLC)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 311,768
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON
0

WITH 8 SHARED DISPOSITIVE POWER

9 311,768
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 311,768
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.7%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Stephen Holmes III that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

2 Gilbert H. Kliman (a Managing Director of InterWest Management Partners VII, LLC)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 320,061
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER
WITH

9 320,061
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 320,061
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.8%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Gilbert H. Kliman that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

2 Arnold L. Oronsky (a Managing Director of InterWest Management Partners VII, LLC)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 320,061
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON
0

WITH 8 SHARED DISPOSITIVE POWER

9 320,061
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 320,061
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.8%

12 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Arnold L. Oronsky that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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ITEM 1.

(a) **NAME OF ISSUER:** Xenon Pharmaceuticals, Inc.

(b) **ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICE:**

200 3650 Gilmore Way, Burnaby, British Columbia, Canada V5G 4W8

ITEM 2.

(a) **NAME OF PERSON(S) FILING:**

InterWest Partners VII, LP (IWP VII)

InterWest Investors VII, LP (II VII)

InterWest Management Partners VII, LLC (IMP VII)

InterWest Venture Management Company (IVMC)

Harvey B. Cash (Cash)

Philip T. Gianos (Gianos)

W. Stephen Holmes III (Holmes)

Gilbert H. Kliman (Kliman)

Arnold L. Oronsky (Oronsky)

(b) **ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

2710 Sand Hill Road, Suite 200, Menlo Park, CA 94025

(c) **CITIZENSHIP/PLACE OF ORGANIZATION:**

IWP VII:	California
II VII:	California
IMP VII:	California
IVMC:	California
Cash:	United States
Gianos:	United States
Holmes:	United States

Kliman: United States
Oronsky: United States

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(d) **TITLE OF CLASS OF SECURITIES:** Common Stock

(e) **CUSIP NUMBER:** 98420N105

ITEM 3. NOT APPLICABLE.

ITEM 4. OWNERSHIP.

	IWP VII	II VII	IMP VII (1)	IVMC (2)
Beneficial Ownership	297,521	14,247	311,768	8,293
Percentage of Class	1.7%	Less than 0.1%	1.7%	0.05%
Sole Voting Power	297,521	14,247	311,768	8,293
Shared Voting Power	0	0	0	0
Sole Dispositive Power	297,521	14,247	311,768	8,293
Shared Dispositive Power	0	0	0	0

	Cash (3)	Gianos (3)	Holmes (3)
Beneficial Ownership	311,768	311,768	311,768
Percentage of Class	1.7%	1.7%	1.7%
Sole Voting Power	0	0	0
Shared Voting Power	311,768	311,768	311,768
Sole Dispositive Power	0	0	0
Shared Dispositive Power	311,768	311,768	311,768

	Kliman (2)(3)	Oronsky (2)(3)
Beneficial Ownership	320,061	320,061
Percentage of Class	1.8%	1.8%
Sole Voting Power	0	0
Shared Voting Power	320,061	320,061
Sole Dispositive Power	0	0
Shared Dispositive Power	320,061	320,061

- (1) IMP VII is the general partner of IWP VII and II VII.
- (2) Kliman and Oronsky each serve as an officer and director of InterWest Venture Management Company (IVMC) and share voting and dispositive power over the shares owned by IVMC and may be deemed beneficially to own the shares held by IVMC.
- (3) Cash, Gianos, Holmes, Kliman, and Oronsky are Managing Directors of IMP VII and share voting and investment control over shares held by IWP VII and II VII. Beneficial ownership is expressly disclaimed, except to the extent of their pecuniary interest.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited liability company operating agreement of IMP VII, the members of such limited liability company have the right to receive dividends from, or the proceeds from the sale of, the common stock of Issuer beneficially owned by such limited liability company.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

No reporting person is a member of a group as defined in section 240.13d-1(b)(1)(iii)(H) of the Act.

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

EXHIBITS

Joint Filing Statement attached as Exhibit A.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2017

INTERWEST PARTNERS VII, LP

By: /s/ Harvey B. Cash by Karen A. Wilson,
Power of Attorney
Name: Harvey B. Cash

By: InterWest Management Partners VII, LLC
its General Partner

By: /s/ Gilbert H. Kliman
Managing Director

By: /s/ Philip T. Gianos
Name: Philip T. Gianos

INTERWEST INVESTORS VII, LP

By: /s/ W. Stephen Holmes by Karen A. Wilson,
Power of Attorney
Name: W. Stephen Holmes III

By: InterWest Management Partners VII, LLC
its General Partner

By: /s/ Gilbert H. Kliman
Name: Gilbert H. Kliman

By: /s/ Gilbert H. Kliman
Managing Director

By: /s/ Arnold L. Oronsky
Name: Arnold L. Oronsky

INTERWEST MANAGEMENT PARTNERS VII, LLC

By: /s/ Gilbert H. Kliman
Managing Director

**INTERWEST VENTURE MANAGEMENT
COMPANY**

By: /s/ Gilbert H. Kliman
Secretary