Xenon Pharmaceuticals Inc.

Form 4/A

January 21, 2015

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005 Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* **PATOU GARY** 

2. Issuer Name and Ticker or Trading Symbol

Xenon Pharmaceuticals Inc. [XENE]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

C/O XENON

(Street)

(First)

(Month/Day/Year) 01/07/2015

\_X\_\_ Director 10% Owner Officer (give title Other (specify

PHARMACEUTICALS INC. 200 -3650 GILMORE WAY

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) 01/09/2015

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

BURNABY, A1 V5G 4W8

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose	d of (D)	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 Shares	01/07/2015		Code V M	Amount 3,497	(D)	Price \$ 4.98 (1)	3,497	D	
Common Shares	01/07/2015		F	953 (2) (3)	D	\$ 22.28 (4)	2,544	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# 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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.98 <u>(1)</u>	01/07/2015		M	3,497	<u>(5)</u>	05/08/2015	Common Shares	3,497

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

PATOU GARY C/O XENON PHARMACEUTICALS INC 200 - 3650 GILMORE WAY BURNABY, A1 V5G 4W8



# **Signatures**

/s/ Barbara A. Mery, Attorney-in-fact

01/21/2015

\*\*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 from \$6.07 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 Reporting Person's original Form 4 omitted to report shares withheld by the Company in connection with the exercise of the Stock Option.
- Pursuant to the terms of a Lock-up Agreement executed by the Reporting Person in favor of the underwriters of the Company's initial public offering in November 2014 (the "Lock-up"), the Company withheld the number of shares set forth above pursuant to a net settlement permitted under the terms of the Lock-up. No shares were sold by the Reporting Person in connection with the exercise and the common shares issued as a result of the exercise are subject to the terms of the Lock-up.
- (4) Represents the closing price of the Company's common shares on January 6, 2015, converted to a Canadian dollar amount for purposes of net settlement calculations.
- (5) The shares subject to the option fully vested on January 1, 2008.

Reporting Owners 2

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