

Xencor Inc  
Form 4  
December 06, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**FLEMING JONATHAN**

(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)  
**12/06/2013**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |   |
| Common Stock                    | 12/06/2013                           |  | C                              | 773,452 A <u>(1)</u> 773,452                                      | I   | By Partnership <u>(2)</u>                                |   |
| Common Stock                    | 12/06/2013                           |  | C                              | 17,429 A <u>(1)</u> 790,881                                       | I   | By Partnership <u>(3)</u>                                |   |

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

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**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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Series A-1 Preferred Stock                 | (1)  | 12/06/2013                           |  | C                              | 2,397,704<br>(1)  | (1)  | (1)   | Common Stock | 773,452                    |
| Series A-1 Preferred Stock                 | (1)  | 12/06/2013                           |  | C                              | 54,031  | (1)  | (1)   | Common Stock | 17,429                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FLEMING JONATHAN<br>C/O XENCOR, INC.<br>111 WEST LEMON AVENUE<br>MONROVIA, CA 91016 | X             |           |         |       |

## Signatures

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

12/06/2013

\_\_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) Every 3.1 shares of the Series A-1 Preferred Stock is convertible into 1 share of the Issuer's Common Stock at any time, at the holder's election, and has no expiration date.
- These securities are owned by Oxford Bioscience Partners V, L.P. ("Oxford"). The Reporting Person is a general partner of OBP Management V L.P., which is the sole general partner of Oxford. The Reporting Person disclaims beneficial ownership in those securities in which he does not have a pecuniary interest, and this report shall not be deemed an admission that he is the beneficial owner of these securities for purposes of Section 16.
- (2) These securities are owned by mRNA Fund V, L.P. ("mRNA"). The Reporting Person is a general partner of OBP Management V L.P., which is the sole general partner of mRNA. The Reporting Person disclaims beneficial ownership in those securities in which he does not have a pecuniary interest, and this report shall not be deemed an admission that he is the beneficial owner of these securities for purposes of Section 16.
- (3) These securities are owned by mRNA Fund V, L.P. ("mRNA"). The Reporting Person is a general partner of OBP Management V L.P., which is the sole general partner of mRNA. The Reporting Person disclaims beneficial ownership in those securities in which he does not have a pecuniary interest, and this report shall not be deemed an admission that he is the beneficial owner of these securities for purposes of Section 16.

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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