

Xencor Inc  
 Form 4  
 December 06, 2013

**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 \*  
**STAFFORD JOHN S JR**

(Last) (First) (Middle)

45 N. GREEN BAY ROAD

(Street)

LAKE FOREST, IL 60045

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

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/06/2013		C		1,367,651	A	Ⓟ 1,367,741	I	By JSS, JR. 2013 XAT, a grantor retained annuity trust
Common Stock	12/06/2013		C		286,604	A	Ⓟ 1,654,345	I	By the Kimberly Susan Stafford 2005 Irrevocable Trust

Common Stock	12/06/2013		C	71,098	A	<u>(1)</u>	1,725,443	I	By the Susan Yang Stafford Kimborama Trust
Common Stock	12/06/2013		P	<u>275,000</u> (2)	A	\$ 5.5	2,000,443	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A-1 Preferred Stock	<u>(1)</u>	12/06/2013		C	4,239,720	<u>(1)</u> <u>(1)</u>	Common Stock 1,367,65
Series A-1 Preferred Stock	<u>(1)</u>	12/06/2013		C	888,474	<u>(1)</u> <u>(1)</u>	Common Stock 286,604
Series A-1 Preferred Stock	<u>(1)</u>	12/06/2013		C	220,406	<u>(1)</u> <u>(1)</u>	Common Stock 71,098

## Reporting Owners

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

STAFFORD JOHN S JR  
45 N. GREEN BAY ROAD  
LAKE FOREST, IL 60045

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.
- (2) The shares were purchased at the Issuer's initial public offering.

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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