## Edgar Filing: Xenon Pharmaceuticals Inc. - Form 4

Xenon Pharmaceuticals Inc. Form 4 N

| TARNOW MICHAEL M     Symbol     Issuer       Xenon Pharmaceuticals Inc. [XENE]     (Check all applicable)       (Last)     (First)     (Middle)       3. Date of Earliest Transaction     (Month/Day/Year)     _X_Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                     |  |  |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--|--|--|
| Check this box<br>if no longer<br>subject to<br>Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>Section 16.       Expires:<br>Estimated av<br>burden hours<br>response         Form 4 or<br>Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>obligations<br>may continue.<br>See Instruction<br>1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940<br>1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940<br>30(h) of the Investment Company Act of 1940<br>1(b).         Print or Type Responses)       2. Issuer Name and Ticker or Trading<br>Symbol       5. Relationship of Reporting Person<br>Issuer         I. Name and Address of Reporting Person<br>(Last)       2. Issuer Name and Ticker or Trading<br>Symbol       5. Relationship of Reporting Person<br>Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction<br>(Month/Day/Year)       _X_Director      10% OK                  | PROVAL              |  |  |  |
| if no longer<br>subject to<br>Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>Section 16.       Expires:<br>Estimated ax<br>burden hours<br>response         Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940<br>1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1940<br>1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940<br>1(b).         Print or Type Responses)       2. Issuer Name and Ticker or Trading<br>Symbol       5. Relationship of Reporting Person<br>Issuer         I. Name and Address of Reporting Person *<br>TARNOW MICHAEL M       2. Issuer Name and Ticker or Trading<br>Symbol       5. Relationship of Reporting Person<br>Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction<br>(Month/Day/Year) | 3235-0287           |  |  |  |
| 1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading       5. Relationship of Reporting Persor         TARNOW MICHAEL M       Symbol       Issuer         (Last)       (First)       (Middle)         3. Date of Earliest Transaction                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                     |  |  |  |
| TARNOW MICHAEL M     Symbol     Issuer       Xenon Pharmaceuticals Inc. [XENE]     (Check all applicable)       (Last)     (First)     (Middle)       3. Date of Earliest Transaction     (Month/Day/Year)     _X_Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                     |  |  |  |
| (Last) (First) (Middle) 3. Date of Earliest Transaction<br>(Month/Day/Year)X_Director10% (                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                     |  |  |  |
| C/O XENON 11/04/2014 <u>— Officer (give title</u> <u>— Other</u><br>PHARMACEUTICALS INC., 200 -<br>3650 GILMORE WAY                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Owner<br>(specify   |  |  |  |
| (Street) 4. If Amendment, Date Original<br>Filed(Month/Day/Year) 6. Individual or Joint/Group Filing<br>Applicable Line)<br>_X_ Form filed by One Reporting Person<br>BURNABY, A1 V5G 4W8                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | son                 |  |  |  |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | y Owned             |  |  |  |
| 1.Title of Security       2. Transaction Date       2A. Deemed       3.       4. Securities       5. Amount of       6. Ownership       7         Security       (Month/Day/Year)       Execution Date, if       TransactionAcquired (A) or       Securities       Form: Direct       Intervention         (Instr. 3)       any       Code       Disposed of (D)       Beneficially       (D) or Indirect       E         (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       (I)       O                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | . Nature of ndirect |  |  |  |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SE information contained in this form are not required to respond unless the form                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                     |  |  |  |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.         | 3. Transaction Date | 3A. Deemed         | 4. 5. Number              | 6. Date Exercisable and | 7. Title and Amount of | 8. I |
|-------------|------------|---------------------|--------------------|---------------------------|-------------------------|------------------------|------|
| Derivative  | Conversion | (Month/Day/Year)    | Execution Date, if | Transaction of Derivative | Expiration Date         | Underlying Securities  | Der  |

number.

displays a currently valid OMB control

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| Security<br>(Instr. 3)               | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. 8 | (A) or<br>Dispo<br>(D) | uired<br>or<br>vosed of<br>r. 3, 4, |                     | (Instr. 3 and 4)   |                  | Sec<br>(In:                            |  |
|--------------------------------------|---------------------------------------------------|------------|-------------------------|-------------------|------------------------|-------------------------------------|---------------------|--------------------|------------------|----------------------------------------|--|
|                                      |                                                   |            |                         | Code '            | V (A)                  | (D)                                 | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |  |
| Stock<br>Option<br>(Right to<br>Buy) | \$9                                               | 11/04/2014 |                         | А                 | 5,14                   | 4                                   | <u>(1)</u>          | 11/03/2024         | Common<br>Shares | 5,144                                  |  |

## **Reporting Owners**

| Reporting Owner Name / Address                                                                     |            | Relationships |         |       |  |  |  |
|----------------------------------------------------------------------------------------------------|------------|---------------|---------|-------|--|--|--|
|                                                                                                    | Director   | 10% Owner     | Officer | Other |  |  |  |
| TARNOW MICHAEL M<br>C/O XENON PHARMACEUTICALS INC<br>200 - 3650 GILMORE WAY<br>BURNABY, A1 V5G 4W8 | · x        |               |         |       |  |  |  |
| Signatures                                                                                         |            |               |         |       |  |  |  |
| /s/ Barbara A. Mery,<br>Attorney-in-fact                                                           | 11/06/2014 |               |         |       |  |  |  |
| **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).

One-third of the total shares subject to the Option shall vest on the one year anniversary of the grant date, one-third of the total shares

(1) subject to the Option shall vest on the two year anniversary of the grant date, and the balance of the total shares subject to the Option shall vest on the third year anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.