Xenon Pharmaceuticals Inc.

BURNABY, A1 V5G 4W8

Form 4

November 12, 2014							
FORM 4 INITED STATES			OMB AF	PPROVAL			
UNITED STATES	S SECURITIES AND EXCHANGE ( Washington, D.C. 20549	COMMISSION	OMB Number:	3235-0287			
Check this box			Expires:	January 31,			
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  Estimated average burden hours per response  7. 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 * STEIN EVAN A.	2. Issuer Name and Ticker or Trading Symbol Xenon Pharmaceuticals Inc. [XENE]	5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check	all applicable	)			
C/O XENON PHARMACEUTICALS INC., 200 - 3650 GILMORE WAY	(Month/Day/Year) 11/09/2014	X Director Officer (give t below)		Owner rr (specify			

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

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

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	uritie	s Acqui	ired, Disposed of	, 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. Transactic Code (Instr. 8)	4. Securities Approx Disposed of (Instr. 3, 4 an	of (D)	red (A)	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	11/09/2014		C	967	A	<u>(1)</u>	967	I	By Stein Family LLC (2)
Common Shares	11/09/2014		С	1,038,964	A	(3)	1,038,964	I	By Lipoterx, Ltd. (4)

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

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

#### number.

# 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. Transactic Code (Instr. 8)	5. Number of 6. Date Exercisable and Expiration Date Securities (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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 B Preferred Shares	(1)	11/09/2014		C	967	<u>(1)</u>	<u>(1)</u>	Common Shares	967
Series E Preferred Shares	(3)	11/09/2014		C	1,038,964	(3)	(3)	Common Shares	1,038,96

### **Reporting Owners**

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

Director 10% Owner Officer Other

STEIN EVAN A. C/O XENON PHARMACEUTICALS INC. 200 - 3650 GILMORE WAY BURNABY, A1 V5G 4W8



### **Signatures**

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

\*\*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 Series B Preferred Shares converted into Common Shares on a 1-for-1 basis immediately prior to the completion of the Issuer's initial public offering of Common Shares and had no expiration date.
- (2) These shares are held by the Stein Family LLC, for which the Reporting Person serves as the managing member.
- (3) The Series E Preferred Shares converted into Common Shares on a 1.2-for-1 basis immediately prior to the completion of the Issuer's initial public offering of Common Shares and had no expiration date.
- These shares are held by Lipoterx, Ltd. ("Lipoterx"). Lipoterx Holdings, LLC, the general partner of Lipoterx, has sole voting and investment power with respect to the shares held by Lipoterx. The Reporting Person, the managing partner of Lipoterx Holdings, LLC has sole voting and investment power with respect to the shares held by Lipoterx.

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.

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