

Xencor Inc
Form 4
December 06, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(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
Common Stock	12/06/2013		C		286,604	A	1,654,345

By JSS, JR.
2013 XAT,
a grantor
retained
annuity trust

By the
Kimberly
Susan
Stafford
2005
Irrevocable
Trust

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Common Stock	12/06/2013	C	71,098	A	<u>(1)</u>	1,725,443	I	By the Susan Yang Stafford Kimborama Trust
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Common Stock	12/06/2013	P	275,000 <u>(2)</u>	A	\$ 5.5	2,000,443	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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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