

Baracchini Edgardo Jr  
Form 4  
August 13, 2018

# FORM 4

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

OMB APPROVAL

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## 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 \*  
Baracchini Edgardo Jr

(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)  
08/09/2018

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)

Chief Business Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 08/09/2018                           |  | M                              |   | 37,266  | A  | \$ 11.05  |
|                                 |                                      |  |                                |   |   |  | 37,473 <sup>(1)</sup>                                 |
| Common Stock                    | 08/09/2018                           |  | S                              |   | 8,283   | D  | \$ 40.3475  |
|                                 |                                      |  |                                |   |   |  | <sup>(2)</sup>  |
| Common Stock                    | 08/10/2018                           |  | S                              |   | 28,983  | D  | \$ 40.025   |
|                                 |                                      |  |                                |   |   |  | <sup>(3)</sup> 207                                    |
| Common Stock                    | 08/13/2018                           |  | M                              |   | 12,734  | A  | \$ 11.05  |
|                                 |                                      |  |                                |   |   |  | 12,941  |
| Common Stock                    | 08/13/2018                           |  | S                              |   | 12,734  | D  | \$ 40.3545  |
|                                 |                                      |  |                                |   |   |  | 207   |

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(4)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 11.05   | 08/09/2018                           |  | M                              | 37,266  | <u>(5)</u> 02/20/2024                                    | Common Stock  | 37,266                        |
| Stock Option (right to buy)                | \$ 11.05   | 08/13/2018                           |  | M                              | 12,734  | <u>(5)</u> 02/20/2024                                    | Common Stock  | 12,734                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Baracchini Edgardo Jr<br>C/O XENCOR, INC.<br>111 WEST LEMON AVENUE<br>MONROVIA, CA 91016 |               |           | Chief Business Officer |       |

## Signatures

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

08/13/2018

\_\_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) Includes 207 shares of Common Stock that were acquired by the Reporting Person on June 8, 2018 pursuant to the Issuer's Employee Stock Purchase Plan.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.82, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.0558, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.30 to \$40.355, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(5) The stock option is fully vested and exercisable.

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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