

Dahiyat Bassil I  
Form 4  
June 15, 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 \*  
Dahiyat Bassil I

2. Issuer Name and Ticker or Trading Symbol  
Xencor Inc [XNCR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O XENCOR, INC., 111 WEST LEMON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
06/15/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

(Street)  
MONROVIA, CA 91016

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	06/15/2018		S		50,000	D	\$ 40.5138 (1)
Common Stock	06/15/2018		M		50,000	A	\$ 4.25
					293,067	(2)	D
					343,067		D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

Table with 8 columns: 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. Row 1: Stock Option (right to buy), \$ 4.25, 06/15/2018, M, 50,000, (3), 09/03/2023, Common Stock, 50,000.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Relationships sub-table with columns: Director, 10% Owner, Officer, Other. Row 1: Dahiyat Bassil I, C/O XENCOR, INC., 111 WEST LEMON AVENUE, MONROVIA, CA 91016; Relationships: Director (X), Officer (President and CEO).

Signatures

/s/ John J. Kuch, Attorney-in-Fact, 06/15/2018. \*\*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) Upon request by the SEC staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares sold at each separate price will be provided. Includes 388 shares of Common Stock that were acquired by the Reporting Person on June 10, 2016, 399 shares of Common Stock that were acquired by the Reporting Person on December 9, 2016, 429 shares of Common Stock that were acquired by the Reporting Person on June 10, 2017, 436 shares of Common Stock that were acquired by the Reporting Person on December 10, 2017 and 287 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) Includes 388 shares of Common Stock that were acquired by the Reporting Person on June 10, 2016, 399 shares of Common Stock that were acquired by the Reporting Person on December 9, 2016, 429 shares of Common Stock that were acquired by the Reporting Person on June 10, 2017, 436 shares of Common Stock that were acquired by the Reporting Person on December 10, 2017 and 287 shares of Common Stock that were acquired by the Reporting Person on June 8, 2018 pursuant to the Issuer's Employee Stock Purchase Plan.
(3) 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. 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.