

Xencor Inc
 Form 4
 December 04, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STAFFORD JOHN S III

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)
350 N. ORLEANS, 2N
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2015

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

CHICAGO, IL 60654

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)
Common Stock	12/03/2015		S ⁽¹⁾	19,750 D	\$ 14.79 5,274,990	D	
					(2)		
Common Stock	12/03/2015		S ⁽¹⁾	10,150 D	\$ 15.77 5,264,840	D	
					(3)		
Common Stock	12/03/2015		S ⁽¹⁾	100 D	\$ 16.51 5,264,740	D	
Common Stock					2,000,000	I	By Limited Liability Company (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for STAFFORD JOHN S III.

Signatures

/s/ John S. Stafford III 12/04/2015
**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) Reported transaction occurred pursuant to a Rule 10b5-1 Plan adopted March 11, 2015.
(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.50 to \$15.50, inclusive.
(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.5056 to \$16.41, inclusive.

Edgar Filing: Xencor Inc - Form 4

the range set forth above.

- These securities are held of record by Ronin Trading, LLC, a limited liability company owned and managed by the Reporting Person. The
- (4) Reporting Person is the indirect beneficial owner of all the shares of common stock of Xencor, Inc. held of record by Ronin Trading, LLC.

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.