

Foster Paul A
 Form 4
 August 16, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Foster Paul A

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/14/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Medical Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/14/2018 | | M | 15,496 | A \$ 11.05 | 20,448 ⁽¹⁾ | D |
| Common Stock | 08/14/2018 | | S | 15,496 | D \$ 41.1061 ₍₂₎ | 4,952 | D |
| Common Stock | 08/15/2018 | | M | 106 | A \$ 11.05 | 5,058 | D |
| Common Stock | 08/15/2018 | | S | 106 | D \$ 41.1 | 4,952 | D |
| Common Stock | 08/16/2018 | | M | 20,739 | A \$ 11.05 | 25,691 | D |

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Common Stock 08/16/2018 S 20,739 D \$ 41.1 4,952 D

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 | 08/14/2018 | | M | 15,496 | ⁽³⁾ 02/20/2024 | Common Stock | 15,496 |
| Stock Option (right to buy) | \$ 11.05 | 08/15/2018 | | M | 106 | ⁽³⁾ 02/20/2024 | Common Stock | 106 |
| Stock Option (right to buy) | \$ 11.05 | 08/16/2018 | | M | 20,739 | ⁽³⁾ 02/20/2024 | Common Stock | 20,739 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Foster Paul A C/O XENCOR, INC. 111 WEST LEMON AVENUE MONROVIA, CA 91016 | | | Chief Medical Officer | |

Signatures

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

08/16/2018

__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).

Includes the following shares acquired by the Reporting Person pursuant to the Issuer's Employee Stock Purchase Plan: 1,207 shares of
(1) Common Stock acquired on June 10, 2015, 1,212 shares of Common Stock acquired on December 10, 2015 and 114 shares of Common Stock acquired on June 9, 2018.

- The weighted average sale price for the transaction reported was \$41.1061, and the range of prices were between \$41.10 and \$41.120.
- (2) Upon request by the SEC staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares purchased or sold at each separate price will be provided.
 - (3) The stock option is fully vested.

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.