

Xenon Pharmaceuticals Inc.
Form 4
November 12, 2014

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 *
HOLLER FRANK A

(Last) (First) (Middle)

**C/O XENON
PHARMACEUTICALS INC., 200 -
3650 GILMORE WAY**

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
Xenon Pharmaceuticals Inc. [XENE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

BURNABY, A1 V5G 4W8

(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 (A) or (D) Price		
Common Shares	11/09/2014		C		95,002 A <u>11</u>	165,893	D
Common Shares	11/09/2014		C		4,988 A <u>11</u>	170,881	D
Common Shares	11/09/2014		C		2,737 A <u>12</u>	173,618	D
Common Shares	11/09/2014		C		941 A <u>11</u>	1,184	I By wife

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)

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. P Deri Secu (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Shares	<u>(1)</u>	11/09/2014		C		95,002		<u>(1)</u>	<u>(1)</u>	Common Shares	95,002
Series A Preferred Shares	<u>(1)</u>	11/09/2014		C		941		<u>(1)</u>	<u>(1)</u>	Common Shares	941
Series B Preferred Shares	<u>(1)</u>	11/09/2014		C		4,988		<u>(1)</u>	<u>(1)</u>	Common Shares	4,988
Series E Preferred Shares	<u>(2)</u>	11/09/2014		C		2,737		<u>(2)</u>	<u>(2)</u>	Common Shares	2,737

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOLLER FRANK A
C/O XENON PHARMACEUTICALS INC.
200 - 3650 GILMORE WAY
BURNABY, A1 V5G 4W8

X

Signatures

/s/ Barbara A. Mery,
Attorney-in-fact

11/12/2014

__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) The Series A Preferred Shares and Series B Preferred Shares converted into Common Shares on a 1-for-1 basis immediately prior to the completion of the Issuer's initial public offering of Common Shares and had no expiration date.
- (2) The Series E Preferred Shares converted into Common Shares on a 1.2-for-1 basis immediately prior to the completion of the Issuer's initial public offering of Common Shares and had no expiration date.

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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