

Xenon Pharmaceuticals Inc.  
 Form 3  
 November 04, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â TARNOW MICHAEL M</p> <p>(Last) (First) (Middle)</p> <p>C/O XENON PHARMACEUTICALS INC.,Â 200 - 3650 GILMORE WAY</p> <p>(Street)</p> <p>BURNABY,Â A1Â V5G 4W8</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/04/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Xenon Pharmaceuticals Inc. [XENE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	31,865 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series A Preferred Shares	Â <u>(2)</u>	Â <u>(3)</u>	Common Shares	16,718 <u>(1)</u>	\$ 0	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	03/31/2015 <sup>(28)</sup>	Common Shares	5,041 <u>(1)</u>	\$ 4.98 <u>(5)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	06/30/2015	Common Shares	1,543 <u>(1)</u>	\$ 4.95 <u>(5)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	12/31/2015	Common Shares	5,041 <u>(1)</u>	\$ 5.22 <u>(5)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(8)</u>	06/30/2016	Common Shares	1,543 <u>(1)</u>	\$ 3.35 <u>(9)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(10)</u>	12/31/2016	Common Shares	14,403 <u>(1)</u>	\$ 3.21 <u>(9)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(11)</u>	06/30/2017	Common Shares	1,028 <u>(1)</u>	\$ 3.51 <u>(9)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(12)</u>	12/31/2017	Common Shares	1,028 <u>(1)</u>	\$ 3.77 <u>(9)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(12)</u>	12/31/2017	Common Shares	5,555 <u>(1)</u>	\$ 3.77 <u>(9)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(13)</u>	06/26/2018	Common Shares	5,144 <u>(1)</u>	\$ 3.7 <u>(9)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(14)</u>	06/30/2018	Common Shares	2,057 <u>(1)</u>	\$ 3.66 <u>(9)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(15)</u>	12/31/2018	Common Shares	5,144 <u>(1)</u>	\$ 3.07 <u>(9)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(15)</u>	06/30/2019	Common Shares	2,057 <u>(1)</u>	\$ 3.21 <u>(9)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(15)</u>	12/31/2019	Common Shares	5,144 <u>(1)</u>	\$ 3.56 <u>(9)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(16)</u>	06/30/2020	Common Shares	2,057 <u>(1)</u>	\$ 3.51 <u>(9)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(17)</u>	07/01/2020	Common Shares	5,144 <u>(1)</u>	\$ 3.52 <u>(9)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(18)</u>	12/31/2020	Common Shares	5,144 <u>(1)</u>	\$ 3.76 <u>(9)</u>	D	Â
Stock Option (Right to Buy)	Â <u>(18)</u>	12/31/2020	Common Shares	5,144 <u>(1)</u>	\$ 3.76 <u>(9)</u>	D	Â

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Stock Option (Right to Buy)	Â (19)	06/30/2021	Common Shares	2,057 (1)	\$ 3.87 (9)	D	Â
Stock Option (Right to Buy)	Â (20)	12/31/2021	Common Shares	1,028 (1)	\$ 3.67 (9)	D	Â
Stock Option (Right to Buy)	Â (20)	12/31/2021	Common Shares	5,144 (1)	\$ 3.67 (9)	D	Â
Stock Option (Right to Buy)	Â (21)	06/30/2022	Common Shares	2,057 (1)	\$ 3.67 (22)	D	Â
Stock Option (Right to Buy)	Â (23)	12/31/2022	Common Shares	5,144 (1)	\$ 2.68 (22)	D	Â
Stock Option (Right to Buy)	Â (23)	12/31/2022	Common Shares	4,115 (1)	\$ 2.68 (22)	D	Â
Stock Option (Right to Buy)	Â (24)	01/13/2024	Common Shares	2,057 (1)	\$ 9.85 (25)	D	Â
Stock Option (Right to Buy)	Â (24)	01/13/2024	Common Shares	5,555 (1)	\$ 9.85 (25)	D	Â
Stock Option (Right to Buy)	Â (26)	07/27/2024	Common Shares	2,057 (1)	\$ 10.39 (27)	D	Â
Stock Option (Right to Buy)	Â (26)	07/27/2024	Common Shares	1,028 (1)	\$ 10.39 (27)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TARNOW MICHAEL M C/O XENON PHARMACEUTICALS INC. 200 - 3650 GILMORE WAY BURNABY, Â A1Â V5G 4W8	Â X	Â	Â	Â

## Signatures

/s/ Barbara Mery, Attorney-in-fact for Michael M. Tarnow

11/04/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects a 1-for-4.86 reverse stock split of the Issuer's outstanding shares effected October 1, 2014 (the "Reverse Stock Split").
- (2) Reflects the automatic conversion of each share of Series A Preferred Shares into one share of Common Shares to occur upon the closing of the Issuer's initial public offering.
- (3) Each share has no expiration date.
- (4) The shares subject to the option fully vested on January 1, 2008.

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- (5) The exercise price was converted from \$6.07 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- (6) The shares subject to the option fully vested on July 1, 2008.
- (7) The shares subject to the option fully vested on January 1, 2009.
- (8) The shares subject to the option fully vested on July 1, 2009.
- The exercise price was converted from \$3.74 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- (9) The shares subject to the option fully vested on January 1, 2010.
- (10) The shares subject to the option fully vested on July 1, 2010.
- (11) The shares subject to the option fully vested on January 1, 2011.
- (12) The shares subject to the option fully vested on June 26, 2011.
- (13) The shares subject to the option fully vested on July 1, 2011.
- (14) The shares subject to the option fully vested on January 1, 2012.
- (15) The shares subject to the option fully vested on July 1, 2013.
- (16) The shares subject to the option fully vested on July 2, 2013.
- (17) The shares subject to the option fully vested on January 1, 2014.
- (18) The shares subject to the option fully vested on July 1, 2014.
- (19) 1/3 of the shares subject to the Option vested on January 1, 2013 (the "First 2012 Vesting Commencement Date") and thereafter the remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the First 2012 Vesting Commencement Date over the following 2 years.
- (20) 1/3 of the shares subject to the Option vested on July 1, 2013 (the "Second 2012 Vesting Commencement Date") and thereafter the remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the Second 2012 Vesting Commencement Date over the following 2 years.
- (21) The exercise price was converted from \$2.67 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- (22) 1/3 of the shares subject to the Option vested on January 1, 2014 (the "2013 Vesting Commencement Date") and thereafter the remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the 2013 Vesting Commencement Date over the following 2 years.
- (23) 1/3 of the shares subject to the Option vest on January 14, 2015 (the "First 2014 Vesting Commencement Date") and thereafter the remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the First 2014 Vesting Commencement Date over the following 2 years.
- (24) The exercise price was converted from \$10.78 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- (25) 1/3 of the shares subject to the Option vest on July 28, 2015 (the "Second 2014 Vesting Commencement Date") and thereafter the remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the Second 2014 Vesting Commencement Date over the following 2 years.
- (26) The exercise price was converted from \$11.22 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- (27) The shares subject to this option were due to expire on January 10, 2014. Pursuant to the Issuer's Amended and Restated Stock Option Plan, the expiration date of this option has been extended until five business days following the expiration of the Lock-up Agreement entered into in connection with the Issuer's initial public offering. The Lock-up Agreement will expire 180 days after the date of the final prospectus related to the initial public offering, or March 31, 2015.
- (28)

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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