

Xenon Pharmaceuticals Inc.  
 Form 4  
 November 12, 2014

**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 \*  
**HOLLER FRANK A**  
  
 (Last) (First) (Middle)  
**C/O XENON PHARMACEUTICALS INC., 200 - 3650 GILMORE WAY**  
 (Street)  
**BURNABY, A1 V5G 4W8**  
 (City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

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

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

**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. 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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Shares	11/09/2014		C			95,002	A	165,893	D	
Common Shares	11/09/2014		C			4,988	A	170,881	D	
Common Shares	11/09/2014		C			2,737	A	173,618	D	
Common Shares	11/09/2014		C			941	A	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... Der... Sec... (Ins...			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Shares	(1)	11/09/2014		C		95,002		(1)	(1)	Common Shares	95,002
Series A Preferred Shares	(1)	11/09/2014		C		941		(1)	(1)	Common Shares	941
Series B Preferred Shares	(1)	11/09/2014		C		4,988		(1)	(1)	Common Shares	4,988
Series E Preferred Shares	(2)	11/09/2014		C		2,737		(2)	(2)	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.

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.