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| FORM 4 Interpretation 10, for 0 larger subject to Section 16, from 4 or Form 5 obligations may continue. Section 17(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Dublic Utility Holding Company Act of 1940. MMB Securities are and a securities are and are and are | | | | | | | | | | | | |
| Check this box is algoring and the product of the | November 25 | , 2015 | | | | | | | | | | |
| Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section any continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Security (Math/Day/Year) LAMON AVENUE (Last) (First) (Middle) 3. Date of Earlies Transaction (Giv) (Street) 4. If Amendment, Date Original COMENTINES (Month/Day/Year) (Check all applicable) Check full by One Reporting Person (S) to I. Name and Address of Reporting Person (S) to Issuer C/O XENCOR, INC., 111 WEST LEMON AVENUE (Street) 4. If Amendment, Date Original (Giv) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 4) (Instr. 4) (Instr. 4) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Code V Amount (D) Price (Month/Day/Year) (Instr. 4) (Instr. 4) (Instr. 4) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Code V Amount (D) Price Common 11/25/2015 (St) 2.500 D St 5 0. D | FORM 4 | | | | | | | | | OMB APPROVAL | | |
| if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Expires: "2006" Subject to SECURITIES Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 S. Relationship of Reporting Person(s) to Issuer (Print or Type Responses) 2. Issuer Name and Ticker or Trading Symbol Xencor Inc [XNCR] S. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Due of Earliest Transaction (Month/Day/Year) Director X | | UNITEDS | | | | | | COMMISSION | ONID | 3235-0287 | | |
| See Instruction 1(b). 30(h) of the Investment Company Act of 1940 10). (Print or Type Responses) 1. Name and Address of Reporting Person $\frac{1}{2}$ 2. Issuer Name and Ticker or Trading Symbol Xencor Inc [XNCR] 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Check all applicable) C/O XENCOR, INC., 111 WEST 11/25/2015 Table of Criginal Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) - X_F Orm filed by More than One Reporting Person - Form filed by More than One Reporting Person - Form filed by More than One Reporting Person - Form filed by More than One Reporting Person - Form filed by More than One Reporting Person - Form filed by More than One Reporting Person - Form filed by More than One Reporting Person - Form filed by More than One Reporting Person - Form filed by More than One Reporting Person - Form filed by More than One Reporting Person - Form filed by More than One Reporting Person - Form filed by More than One Reporting Person - Form Form: Direct Indirect I | if no long subject to Section 16 Form 4 or Form 5 obligation | Filed purs | uant to Section 1) of the Public U | F CHANGES IN BENEFICIAL OWNER SECURITIES Section 16(a) of the Securities Exchange Act | | | | | Estimated a burden hou response | 2005 average irs per | | |
| 1. Name and Address of Reporting Person 1 2. Issuer Name and Ticker or Trading Symbol Xencor Inc [XNCR] 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) C/O XENCOR, INC., 111 WEST 11/25/2015 | See Instruction 30(h) of the Investment Company Act of 1940 | | | | | | | | | | | |
| Baracchini Edgardo Jr Symbol Xencor Inc [XNCR] Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) C/O XENCOR, INC., 111 WEST LEMON AVENUE 11/25/2015 $_$ $_$ Director $_$ $_$ 0/0/0 ther (specify below) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) $_$ $_$ MONROVIA, CA 91016 Table I - Non-Derivative Securities Acquired Security (Instr. 3) 5. Amount of (Month/Day/Year) 6. Nonunt of $_$ 6. Ownership $_$ 7. Nature of Securities Acquired Transaction(A) or Disposed of any (Month/Day/Year) 5. Amount of $_$ 6. Ownership $_$ 7. Nature of Securities Acquired Transaction(A) or Disposed of $_$ 6. Ownership $_$ 7. Nature of $_$ Common Stock 11/25/2015 M 2,500 A $\$$ 0.59 2,500 D | (Print or Type R | esponses) | | | | | | | | | | |
| $ \begin{array}{c c c c c c c c c c c c c c c c c c c $ | Baracchini Edgardo Jr Symbo | | | mbol | | | | Issuer | | | | |
| $\begin{array}{c c c c c c c c c c c c c c c c c c c $ | (tas I) | (First) (M | | - | - | | | (Check all applicable) | | | | |
| $\begin{array}{c c c c c c c c c c c c c c c c c c c $ | (Mon C/O XENCOR, INC., 111 WEST 11/2 | | | (Month/Day/Year) | | | | X_Officer (give titleOther (specify below) | | | | |
| $\begin{array}{ c c c c c } \hline MONROVIA, CA 91016 & \hline & & & & & & & & & & & & & & & & & $ | | | | | | l | | Applicable Line) | | | | |
| 1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3.4. Securities Acquired Transaction(A) or Disposed of Code (D)5. Amount of Securities Beneficially6. Ownership Form: Direct Indirect (D) or Indirect (I) Owned Following (Instr. 4)Common Stock11/25/2015M2,500A\$ 0.592,500DCommon Stock11/25/2015S(1)2,500DSD | MONROVIA | A, CA 91016 | | | | | | Form filed by M | | | | |
| Security (Instr. 3) (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction(A) or Disposed of Code Securities (D) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, 4 and 5) Form: Direct (D) or Beneficial Indirect (I) Indirect (D) or Beneficial Indirect (I) Common Stock 11/25/2015 M 2,500 A \$ 0.59 2,500 D | (City) | (State) (2 | Zip) Tabl | e I - Non-D | erivative | Securi | ties Acc | quired, Disposed of | , or Beneficial | lly Owned | | |
| Common Stock $11/25/2015$ Code V Amount (D) Price (Instr. 3 and 4) M $2,500$ A 500 500 D Common $11/25/2015$ $5(1)$ $2,500$ D | Security | of 2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if Transaction(A) or Dispanding any Code (D) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 a) (Instr. 3, 4 a) | | | Disposed of Sec Ber 3, 4 and 5) Ow Fol (A) Tra | | SecuritiesIBeneficially(OwnedIFollowing(ReportedTransaction(s) | Form: Direct (D) or Indirect (I) | Indirect Beneficial Ownership | | | |
| Stock 11/25/2015 M 2,500 A 0.59 2,500 D Common 11/25/2015 S ⁽¹⁾ 2,500 D \$ 15,0 D | | | | Code V | Amount | | Price | (Instr. 3 and 4) | | | | |
| | | 11/25/2015 | | М | 2,500 | А | \$ 0.59 | 2,500 | D | | | |
| | | 11/25/2015 | | S <u>(1)</u> | 2,500 | D | \$ 15 | 0 | D | | | |

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.

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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. Transacti Code (Instr. 8) | 5. Number on f Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | e Expiration I (Month/Day | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|---------------------------------------|------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------------------------------|-----------------|---------------------------------------------------------------------|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (right to buy) | \$ 0.59 | 11/25/2015 | | М | 2,500 |) (2) | 01/17/2020 | Common Stock | 2,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|------------------------------------------------------------------------------------------|---------------|------------|------------------------|-------|--|--|--|
| i o | Director | 10% Owner | Officer | Other | | | |
| Baracchini Edgardo Jr C/O XENCOR, INC. 111 WEST LEMON AVENUE MONROVIA, CA 91016 | | | Chief Business Officer | | | | |
| Signatures | | | | | | | |
| /s/ Lloyd Rowland, Attorney-in-Fact | | 11/25/2015 | | | | | |

**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 occured pursuant to a Rule 10b5-1 Plan adopted March 13, 2015.

25% of the shares subject to the option vested on the one year anniversary of January 12, 2010 (the "Vesting Commencement Date"), and

(2) 1/48th of the shares vest monthly thereafter, such that the option shall be fully vested and exercisable on the four year anniversary of the Vesting Commencement 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.