Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

## **OMB APPROVAL** OMB Number:

Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange	Act of 1	93
or Section 20(h) of the Investment Company Act of	1040	

Name and Address of Reporting Person*  Kuch John J						2. Issuer Name <b>and</b> Ticker or Trading Symbol  Xencor Inc [XNCR]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Kuch John J						1								Direct	or		10% Ov	vner		
					- 🖳										r (give title		Other (s	pecify		
(Last)	(F	irst)	(Middle)		3. [	3. Date of Earliest Transaction (Month/Day/Year)								below	')		below)			
						08/24/2016								Vice President, Finance						
C/O XE	NCOR, INC	•					010													
111 WES	T I FMON	AVENUE																		
111 WEST LEMON AVENUE						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable						
					-   4.	Ame	nume	III, Dale (	or Origina	ai File	u (WOHUI)Da	ay/ rear)	Lin		Johnie	Filling	(Спеск Ар	plicable		
(Street)														,	filed by One		orting Perso	.		
MONRO	OVIA C.	A	91016											X Form	liled by One	е керс	orung Person	"		
1,101,110	. ,	-	01010													re than	One Repor	rting		
					-									Perso	n					
(City)	(S	tate)	(Zip)																	
		Tab	le I - No	n-Deri	vativ	e Se	curit	ties Ac	quired	l, Dis	sposed o	f, or Be	neficia	ly Owne	d					
1. Title of S	Security (Inst	tr. 3)		2. Trans	action				3.			es Acquired		and 5) Securities		6. Ownership Form: Direct		7. Nature		
		-		Date	D0/		Execution Date,				Disposed	Of (D) (Instr	r. 3, 4 and					of Indirect		
				(Month/I	Dayrrea		any Ionth/	Day/Year)	Code (	ınstr.	1			Benefic	ially Following	(D) or Indirect (I) (Instr. 4)		Beneficial Ownership		
				l			(World W Day rear)		9,		<del></del>		_	Report		''' (		(Instr. 4)		
			l					Code	l۷	Amount	(A) or	Price	Transa	Transaction(s) (Instr. 3 and 4)						
									1			(D)		(Instr. s	and 4)					
Common Stock 08/24/					1/2016	1016			M		14,350	A	\$11.0	5 92,078			D			
33/2 1/								-	<u> </u>	,,,,,,	_									
Common Stock 08/24/			1/2016	:016			S		16,405	D	\$21.76	1.76 <sup>(1)</sup> 75,67			D					
									-											
Common Stock 08/24/2			1/2016	:016			S		8,595	D \$22.3		(2) 6	67,078		D					
									<del>'</del>									l l		
			Table II -								osed of,			Owned						
				(e.g.,	puts,	cans	s, wa	arrants	, optic	ons,	converti	bie secu	irities)					,		
1. Title of 2. 3. Transaction 3A. Deemed				ed 4.				5. Number		6. Date Exercisabl		sable and 7. Title and Amo		8. Price of	9. Number of		10.	11. Nature		
Derivative Conversion Date Execution I			on Date, Transa				Expiration Date of Securities				Derivative	derivative		Ownership						
Security	or Exercise	(Month/Day/Year)	if any	///	Code (	Instr.		vative	(Month/	Day/Y	ear)	Underlyin		Security (Instr. 5)	Securities Beneficially		Form:	Beneficial		
(Instr. 3) Price of (Month/Day					8)	)		Securities Acquired					Derivative Security (Instr. 3 and 4)		Owned	iiy	Direct (D) or Indirect	Ownership (Instr. 4)		
Security							(A) or		(msu. 5 and 4				,		Following		(I) (Instr. 4)	(		
								Disposed							Reported			1		
						of (D) (Instr. 3, 4 and 5)								Transaction (Instr. 4)						
			-			3, 4	and 5)						-	(5 4)						
								ll					Amount							
													or Number		1					
									Date		Expiration		of							
					Code	V	(A)	(D)	Exercisa	able	Date	Title	Shares							
Stock																				
Option	\$11.05	08/24/2016			M			14,350	(3)		02/20/2024	Common	14,350	\$0.00	55,65	o l	D			
(right to								- ",550				Stock	1 .,550			1	-			
buy)	1	I	I			1	1	ı I		- 1		1	1	1	1			1		

## **Explanation of Responses:**

- 1. The weighted average sale price for the transaction reported was \$21.76, and the range of prices were between \$21.11 and \$22.075. Upon request by the SEC staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares sold at each separate price will be provided.
- 2. The weighted average sale price for the transaction reported was \$22.32, and the range of prices were between \$22.25 and \$22.35. 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. 25% of the shares subject to the option shall vest on the one year anniversary of February 21, 2014 (the "Vesting Commencement Date"), and 1/48th of the shares shall vest monthly thereafter, such that the option shall be fully vested on the four year anniversary of the Vesting Commencement Date.

## Remarks:

/s/ John J. Kuch

08/25/2016

\*\* Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.