

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WERNER HAROLD R</u>  (Last) (First) (Middle) <u>C/O HEALTHCARE VENTURES VIII, L.P.</u> <u>47 THORNDIKE STREET, SUITE B1-1</u>  (Street) <u>CAMBRIDGE MA 02141</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/02/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>Xencor Inc [ XNCR ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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)
<u>Common Stock</u>	<u>0</u>	<u>D</u>	

**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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Series A Preferred Stock</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u> <u>1,035,407</u>	<u>(1)</u>	<u>I</u>	<u>By Partnership<sup>(2)</sup></u>

**Explanation of Responses:**

- Upon the effectiveness of the registration statement for the issuer's initial public offering, every 3.1 shares of Series A-1 Preferred Stock owned by HealthCare Ventures VIII, L.P. ("HCVVIII") will automatically convert into 1 share of the issuer's common stock.
- These securities are held of record by HCVVIII. HealthCare Partners VIII, L.P. ("HCPVIII") is the General Partner of HCVVIII and HealthCare Partners VIII LLC (the "LLC") is the General Partner of HCPVIII. Mr. Werner is a managing director of the LLC and, as such, may be deemed to exercise shared voting and investment power with respect to the shares owned by HCVVIII. Mr. Werner disclaims beneficial ownership of the securities owned by HCVVIII except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

**Remarks:**

/s/Jeffrey B. Steinberg.  
Attorney-in-Fact for Harold Werner 12/02/2013

\*\* 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 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).

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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jeffrey B. Steinberg his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership, or as a managing directors of any limited liability company, pursuant to sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and Rules 144, 144A and 145 under the Securities Act of 1933, as amended (the "Securities Act"), and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act, by the Securities Act or by the By-laws of the National Association of Securities Dealers, Inc., or by the by-laws, rules or regulations of the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall be valid for five (5) years from the date set forth below.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 4th day of November, 2013.

/s/Harold Werner  
Harold Werner