

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <b>STAFFORD JOHN S JR</b> (Last) (First) (Middle) <b>45 N. GREEN BAY ROAD</b> (Street) <b>LAKE FOREST IL 60045</b> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>Xencor Inc [ XNCR ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <b>12/06/2013</b>					
			4. 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 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. Transaction 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2013		C		1,367,651	A	(1)	1,367,741	I	By JSS, JR, 2013 XAT, a grantor retained annuity trust
Common Stock	12/06/2013		C		286,604	A	(1)	1,654,345	I	By the Kimberly Susan Stafford 2005 Irrevocable Trust
Common Stock	12/06/2013		C		71,098	A	(1)	1,725,443	I	By the Susan Yang Stafford Kimborama Trust
Common Stock	12/06/2013		P		275,000 <sup>(2)</sup>	A	\$5.5	2,000,443	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Preferred Stock	(1)	12/06/2013		C		4,239,720		(1)	(1)	Common Stock	1,367,651	\$0.00	0	I	By JSS, JR, 2013 XAT, a grantor retained annuity trust
Series A-1 Preferred Stock	(1)	12/06/2013		C		888,474		(1)	(1)	Common Stock	286,604	\$0.00	0	I	By the Kimberly Susan Stafford 2005 Irrevocable Trust
Series A-1 Preferred Stock	(1)	12/06/2013		C		220,406		(1)	(1)	Common Stock	71,098	\$0.00	0	I	By the Susan Yang Stafford Kimborama Trust

**Explanation of Responses:**

- Every 3.1 shares of the Series A-1 Preferred Stock is convertible into 1 share of the Issuer's Common Stock at any time, at the holder's election, and has no expiration date.
- The shares were purchased at the Issuer's initial public offering.

**Remarks:**

/s/ John J. Kuch, Attorney-in- 12/06/2013

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.**