

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 20, 2019**

XENCOR, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

001-36182
(Commission File No.)

20-1622502
(IRS Employer Identification No.)

**111 West Lemon Avenue
Monrovia, California 91016**
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(626) 305-5900**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	XNCR	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Director

(d) On December 18, 2019, Dagmar Rosa-Bjorkeson was appointed to the Board of Director (the “Board”) of Xencor, Inc. (the “Company”).

In accordance with the Company’s amended and restated non-employee director compensation policy, Ms. Rosa-Bjorkeson is entitled to receive an initial grant consisting of a nonstatutory stock option to purchase shares of the Company’s common stock (the “Common Stock”) with an aggregate Black Scholes option value of \$400,000, one-third of which shares will vest on the one-year anniversary of the grant date and the balance of the shares will vest in a series of 24 equal monthly installments thereafter, such that the option is fully vested on the third anniversary of the date of grant, subject to Ms. Rosa-Bjorkeson’s continuous service through each such vesting date. Ms. Rosa-Bjorkeson will also be entitled to receive a \$40,000 annual cash retainer for service as director and will be eligible to receive additional equity compensation in the future. Ms. Rosa-Bjorkeson will enter into the Company’s standard form of indemnification agreement. The Company is not aware of any transaction involving Ms. Rosa-Bjorkeson requiring disclosure under Item 404(a) of Regulation S-K.

On December 20, 2019, the Company issued a press release announcing the appointment of Ms. Rosa-Bjorkeson to the Board, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of Xencor, Inc. dated December 20, 2019
104	Cover Page Interactive Data File (formatted as inline XBRL).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 20, 2019

XENCOR, INC.

By: /s/ Celia Eckert
Celia Eckert
General Counsel & Corporate Secretary

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Exhibit 99.1



Xencor Appoints Dagmar Rosa-Bjorkeson to Board of Directors

MONROVIA, Calif.--Dec. 20, 2019 -- Xencor, Inc. (NASDAQ:XNCR), a clinical-stage biopharmaceutical company developing engineered monoclonal antibodies for the treatment of cancer, autoimmune diseases, asthma and allergic diseases, today announced the appointment of Dagmar Rosa-Bjorkeson to its board of directors. Ms. Rosa-Bjorkeson brings more than 25 years of global experience in the pharmaceutical industry, including executive leadership in corporate and product strategy, market development and operational execution.

"Ms. Rosa-Bjorkeson's strong track record in preparing organizations for successful product launches and translating organizational vision to operational excellence will be of immense benefit to Xencor as we advance our portfolio of novel bispecific antibodies and cytokines toward the later stages of clinical development and commercialization," said Bassil Dahiyat, Ph.D., president and chief executive officer at Xencor. "Dagmar is a tremendous addition to our board, and we look forward to working with her."

Ms. Rosa-Bjorkeson was most recently executive vice president and chief strategy and development officer at Mallinckrodt Pharmaceuticals, where she was responsible for corporate and therapeutic area strategy, business development and new product commercialization. Before assuming this role, she was senior vice president of new product commercialization, in which she was responsible for shaping the company's pipeline programs for optimal patient benefit and access. Prior to joining Mallinckrodt, Ms. Rosa-Bjorkeson was executive vice president and president of biosimilars at Baxalta, a role in which she developed the biosimilars strategy, managed post spin-off efforts from Baxter and oversaw a fully integrated unit including program management, research, clinical development, manufacturing, commercialization and business development. Before joining Baxalta, she held various roles of increasing responsibility at Novartis, including vice president and head of its multiple sclerosis business unit; vice president, business development and licensing, U.S.; vice president, respiratory, U.S.; and country head and president for Novartis Sweden. Throughout her 17 years at Novartis, Ms. Rosa-Bjorkeson's experience spanned sales, marketing, general management and country operations, and she led multiple launches including the successful launch of Gilenya®. She is a member of the board of directors for Deirdre's House, a Morris County, New Jersey center for children who are victims of abuse or neglect and for children who have witnessed domestic violence, and she also serves on the board of the New Jersey City University Foundation. Ms. Rosa-Bjorkeson earned an MBA, an M.S. in chemistry and a B.S. in chemistry from the University of Texas, Austin.

Gilenya® is a registered trademark of Novartis AG.

About Xencor, Inc.

Xencor is a clinical-stage biopharmaceutical company developing engineered monoclonal antibodies for the treatment of cancer, autoimmune diseases, asthma and allergic diseases. Currently, 14 candidates engineered with Xencor's XmAb® technology are in clinical development internally and with partners. Xencor's XmAb antibody engineering technology enables small changes to the structure of monoclonal antibodies resulting in new mechanisms of therapeutic action. For more information, please visit www.xencor.com.

Forward Looking Statements

Statements contained in this press release regarding matters that are not historical facts are forward-looking statements within the meaning of applicable securities laws, including, but not limited to, the quotations from Xencor's president and chief executive officer and any expectations relating to Xencor's financial expectations and business, the timing and success of clinical trials, future product candidates, Xencor's research and development programs, partnering efforts and capital requirements. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements and the timing of events to be materially different from those implied by such statements, and therefore these statements should not be read as guarantees of future performance or results. Such risks include, without limitation, the risks associated with the process of discovering, developing, manufacturing and commercializing drugs that are safe and effective for use as human therapeutics and other risks described in Xencor's public securities filings. For a discussion of these and other factors, please refer to Xencor's annual report on Form 10-K for the year ended December 31, 2018 as well as Xencor's subsequent filings with the Securities and Exchange Commission. All forward-looking statements are based on Xencor's current information and belief as well as assumptions made by Xencor. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. This caution is made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All forward-looking statements are qualified in their entirety by this cautionary statement and Xencor undertakes no obligation to revise or update this press release to reflect events or circumstances after the date hereof, except as required by law.

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