

**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): **September 9, 2022**

**XENCOR, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-36182**  
(Commission File Number)

**20-1622502**  
(IRS Employer Identification No.)

**111 West Lemon Avenue  
Monrovia, California**  
(Address of principal executive offices)

**91016**  
(Zip Code)

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

**N/A**  
(Former name or former address, if changed since last report.)

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 Global Market

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**

(b) On June 23, 2022, Yujiro S. Hata tendered his offer of resignation from the Board of Directors (the “Board”) of Xencor, Inc. (the “Company”), subject to the Board’s acceptance of his resignation. On September 8, 2022, the Board accepted Mr. Hata’s resignation. On September 9, 2022, the Company issued a press release announcing the Board’s acceptance of Mr. Hata’s resignation, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

(d) On September 8, 2022, Nancy Valente was appointed to the Board of the Company.

In accordance with the Company’s amended and restated non-employee director compensation policy, Ms. Valente 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 \$550,000, 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. Valente’s continuous service through each such vesting date. Ms. Valente will also be entitled to receive a \$50,000 annual cash retainer for service as director and will be eligible to receive additional equity compensation in the future. Ms. Valente will enter into the Company’s standard form of indemnification agreement. The Company is not aware of any transaction involving Ms. Valente requiring disclosure under Item 404(a) of Regulation S-K.

On September 9, 2022, the Company issued a press release announcing the appointment of Ms. Valente to the Board, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release issued by Xencor, Inc. on September 9, 2022.</a>
104	Cover Page Interactive Data File, formatting Inline Extensible Business Reporting Language (iXBRL).

**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: September 9, 2022

**XENCOR, INC.**

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



### **Xencor Appoints Nancy Valente, M.D., to Board of Directors**

MONROVIA, Calif.--September 9, 2022-- Xencor, Inc. (NASDAQ:XNCR), a clinical-stage biopharmaceutical company developing engineered antibodies and cytokines for the treatment of cancer and autoimmune diseases, today announced the appointment of Nancy Valente, M.D., to its board of directors. Dr. Valente has more than 20 years of experience in late-stage biopharmaceutical product development, and she most recently served as a senior vice president at Genentech, a member of the Roche Group, and as its global head and co-lead of global product development of its oncology and hematology therapeutic area.

"Dr. Valente is a recognized and accomplished biotechnology executive with broad expertise in late-stage oncology clinical development, and she served a critical role for numerous product launches. We are thrilled to welcome Nancy to our Board, and we look forward to working with her," said Bassil Dahiyat, Ph.D., president and chief executive officer at Xencor.

Concurrent with the appointment of Dr. Valente, Xencor's Board of Directors accepted the resignation of Yujiro S. Hata, who had served as a director since 2015.

"We would like to thank Yujiro for his immense contributions to Xencor's growth and his leadership in our business development and corporate partnership efforts, providing valuable guidance and oversight to a centerpiece of Xencor's strategy to build a fully integrated biopharmaceutical company," added Dr. Dahiyat.

In her most recent role at Genentech, Dr. Valente was responsible for setting the strategy for the oncology/hematology product development department, including clinical development, collaboration activities and budget management. She played a critical role in the development of new therapies for patients with serious illnesses, including the approvals of GAZYVA®, VENCLEXTA®, POLIVY® and HEMLIBRA®. Dr. Valente has held various positions with increasing responsibilities at Genentech and then at Roche after Genentech was acquired by Roche, including vice president for global product development for oncology, hematology franchise and senior group medical director, leader for hematology development. Prior to Genentech, she served in senior-level positions at Anosys, Inc. and Coulter Pharmaceutical, Inc., and earlier in her career, she held academic positions at the University of California, San Francisco (UCSF). Dr. Valente serves on the Boards of Directors of Myovant Sciences GmbH and Immatix N.V. Dr. Valente received her M.D. from the University of Missouri and completed her internal medicine training at Oregon Health & Science University, followed by fellowships in hematology at Stanford University and oncology at UCSF.

*GAZYVA and POLIVY are registered trademarks of Genentech, Inc. HEMLIBRA is a registered trademark of Chugai Pharmaceutical Co., Ltd. VENCLEXTA is a registered trademark of AbbVie Inc.*

**About Xencor, Inc.**

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Xencor is a clinical-stage biopharmaceutical company developing engineered antibodies and cytokines for the treatment of patients with cancer and autoimmune diseases. More than 20 candidates engineered with Xencor's XmAb<sup>®</sup> technology are in clinical development, and three XmAb medicines are marketed by partners. Xencor's XmAb engineering technology enables small changes to a protein's structure that result in new mechanisms of therapeutic action. For more information, please visit [www.xencor.com](http://www.xencor.com).

**Forward-Looking Statements**

Certain statements contained in this press release may constitute forward-looking statements within the meaning of applicable securities laws. Forward-looking statements include statements that are not purely statements of historical fact, and can generally be identified by the use of words such as "potential," "can," "will," "plan," "may," "could," "would," "expect," "anticipate," "seek," "look forward," "believe," "committed," "investigational," and similar terms, or by express or implied discussions relating to Xencor's business, including, but not limited to the quotations from Xencor's president and chief executive officer, and other statements that are not purely statements of historical fact. Such statements are made on the basis of the current beliefs, expectations, and assumptions of the management of Xencor and are subject to significant 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, including the ability of publicly disclosed preliminary clinical trial data to support continued clinical development and regulatory approval for specific treatments, in each case as 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, 2021 as well as Xencor's subsequent filings with the Securities and Exchange Commission. 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, as amended to date. 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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