FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Addre Eckert Celia	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol Xencor Inc [XNCR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O XENCOR, 111 W. LEMON	(First) (Middle) ENCOR, INC.		3. Date of Earliest Transaction (Month/Day/Year) 03/03/2022	Director 10% Owner Officer (give title Other (specify below) VP, GENERAL COUNSEL					
(Street) MONROVIA CA 91016		91016	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(State)	(Zip) Table I - Non-D	erivative Securities Acquired, Disposed of, or Bend	Person eficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	03/03/2022		S		451 ⁽¹⁾	D	\$29.905	9,861 ⁽²⁾	D	
Common Stock	03/03/2022		A		19,904 ⁽³⁾	A	\$ <mark>0</mark>	29,765	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code (8)				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				
Stock Options	\$30.02	03/03/2022		Α		39,809		(4)	03/03/2032	Common Stock	39,809	\$0	39,809	D	

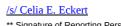
Explanation of Responses:

1. Represents the disposition of shares that were sold to pay withholding taxes upon vesting of 1,049 restricted stock units.

2. Includes the following shares acquired by the reporting person pursuant to the Issuer's Employee Stock Purchase Plan: 377 shares acquired in June 2021 and 418 shares acquired in December 2021.

3. Represents restricted stock units that vest as follows: 1/3 of the shares vest on the first, second and third anniversaries of the date of grant.

4. 25% of the shares subject to the option shall vest on the one year anniversary of March 3, 2022 (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.



** Signature of Reporting Person

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.

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