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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

XENCOR, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-
-



P.O. BOX 8016, CARY, NC 27512-9903

Xencor, Inc.
Important Notice Regarding the Availability
of Proxy Materials

Stockholders Meeting to be held on
June 14, 2023

For Stockholders of record as of April 17, 2023

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials, and to obtain directions to attend the meeting, go to: www.proxydocs.com/XNCR

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.



For a convenient way to view proxy materials and VOTE go to
www.proxydocs.com/XNCR

Have the 12 digit control number located in the shaded box above available
when you access the website and follow the instructions.

If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before June 01, 2023.

To order paper materials, use one of the following methods.


INTERNET
www.investorelections.com/XNCR


TELEPHONE
(866) 648-8133


*** E-MAIL**
paper@investorelections.com

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.

Xencor, Inc.

Meeting Materials: Notice of Meeting and Proxy Statement & Annual Report or Form 10-K
Meeting Type: Annual Meeting of Stockholders
Date: Wednesday, June 14, 2023
Time: 1:30 PM, Pacific Time
Place: 465 North Halstead, Suite 200
Pasadena, California 91107

SEE REVERSE FOR FULL AGENDA

Xencor, Inc.

Annual Meeting of Stockholders

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:

FOR THE ELECTION OF EACH OF THE DIRECTOR NOMINEES, FOR PROPOSALS 2, 3 AND 4 AND "ONE YEAR" FOR PROPOSAL 5.

THE BOARD RECOMMENDS THAT AN ADVISORY VOTE ON THE COMPENSATION FOR NAMED EXECUTIVE OFFICERS BE HELD EVERY 1 YEAR.

PROPOSAL

1. To elect the eight nominees to the Board of Directors named in the accompanying proxy statement to serve until the next annual meeting and until their successors are duly elected and qualified:
 - 1.01 Bassil I. Dahiyat, Ph.D.
 - 1.02 Ellen G. Feigal, M.D.
 - 1.03 Kevin C. Gorman, Ph.D.
 - 1.04 Kurt A. Gustafson
 - 1.05 Bruce Montgomery, M.D.
 - 1.06 Richard J. Ranieri
 - 1.07 Dagmar Rosa-Bjorkeson
2. To ratify the selection by the Audit Committee of the Board of Directors of RSM US LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2023;
3. To hold a non-binding advisory vote on the compensation of the Company's named executive officers, as disclosed in the accompanying proxy statement;
4. To approve the Company's 2023 Equity Incentive Plan;
5. To hold a non-binding advisory vote on the frequency of future non-binding advisory stockholder votes on the compensation of the Company's named executive officers; and
6. To conduct any other business properly brought before the meeting or any adjournments or postponements thereof.