

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**Xencor, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**20-1622502**

(I.R.S. Employer  
Identification No.)

**111 West Lemon Avenue  
Monrovia, CA**

(Address of Principal Executive Offices)

**91016**

(Zip Code)

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**2013 Equity Incentive Plan**

**2013 Employee Stock Purchase Plan**

(Full title of the plan)

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**Bassil I. Dahiyat, Ph.D.**

**President and Chief Executive Officer**

**Xencor, Inc.**

**111 West Lemon Avenue  
Monrovia, California 91016  
(626) 305-5900**

(Name, address and telephone number, including area code, of agent for service)

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*Copies to:*

**Deyan P. Spiridonov  
Paul Hastings LLP  
4747 Executive Drive, 12th Floor  
San Diego, California 92121  
(858) 458-3044**

**Celia E. Eckert  
Senior Vice President,  
General Counsel & Secretary  
Xencor, Inc.  
111 West Lemon Avenue  
Monrovia, California 91016  
(626) 305-5900**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

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**EXPLANATORY NOTE; INCORPORATION BY REFERENCE OF CONTENTS OF  
REGISTRATION STATEMENTS ON FORM S-8**

This Registration Statement is being filed for the purpose of registering additional securities of the same class as other securities for which registration statements on Form S-8 relating to employee benefit plans are effective.

Xencor, Inc. (the “Registrant”) previously registered shares of its common stock, \$0.01 par value per share (“Common Stock”) for issuance under the Xencor, Inc. 2013 Equity Incentive Plan (the “2013 Plan”) and Xencor, Inc. 2013 Employee Stock Purchase Plan (the “2013 ESPP”) under Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on [December 3, 2013 \(File No. 333-192635\)](#) and [March 1, 2017 \(File No. 333-216365\)](#), each in connection with the 2013 Plan and 2013 ESPP, and on [February 25, 2020 \(File No. 333-236607\)](#) in connection with the 2013 Plan (collectively, the “Prior Registration Statements”). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements, with respect to the securities offered by the 2013 Plan and the 2013 ESPP, are hereby incorporated herein by reference.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant are hereby incorporated herein by reference:

- (a) the Registrant's [Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Commission on February 24, 2022 \(the "2021 Form 10-K"\)](#);
- (b) the Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2022 and June 30, 2022, filed with the Commission on [May 5, 2022](#) and [August 3, 2022](#), respectively;
- (c) [the Registrant's Current Report on Form 8-K, filed with the Commission on June 28, 2022;](#)
- (d) [the portions of the Definitive Proxy Statement on Schedule 14A for the 2022 Annual Meeting of Stockholders of the Registrant, filed with the Commission on April 27, 2022, that are specifically incorporated by reference into Part III of the 2021 Form 10-K; and](#)
- (e) [the description of the Common Stock, contained in Exhibit 4.3 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on February 25, 2020, including any amendment or report filed for the purpose of updating such description.](#)

All reports and other documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, on or after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such reports and other documents, except as to any portion of any such report or other document furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a report or other document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed report or other document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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**Item 8. Exhibits.**

The following is a list of exhibits filed as part of this Registration Statement, which are hereby incorporated herein by reference:

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#"><u>Amended and Restated Certificate of Incorporation of Xencor, Inc. (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on December 11, 2013)</u></a>
4.2	<a href="#"><u>Amended and Restated Bylaws of Xencor, Inc. (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the Commission on December 11, 2013)</u></a>
4.3	<a href="#"><u>Form of Common Stock Certificate of Xencor, Inc. (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-191689), originally filed with the Commission on October 25, 2013)</u></a>
4.4	<a href="#"><u>Xencor, Inc. 2013 Equity Incentive Plan and Forms of Stock Option Agreement, Notice of Exercise and Stock Option Grant Notice thereunder (incorporated herein by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-191689), originally filed with the Commission on October 11, 2013)</u></a>
4.5	<a href="#"><u>Xencor, Inc. 2013 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-191689), originally filed with the SEC on October 11, 2013)</u></a>
5.1*	<a href="#"><u>Opinion of Paul Hastings, LLP</u></a>
23.1	<a href="#"><u>Consent of Paul Hastings, LLP (included in Exhibit 5.1 to this Registration Statement)</u></a>
23.2*	<a href="#"><u>Consent of Independent Registered Public Accounting Firm (RSM US LLP)</u></a>
24.1	<a href="#"><u>Power of Attorney (included on the signature page of this Registration Statement)</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\*Filed herewith

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monrovia, State of California, on August 3, 2022.

### XENCOR, INC.

By: /s/ Bassil I. Dahiyat, Ph.D.  
Bassil I. Dahiyat, Ph.D.  
President and Chief Executive Officer

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Bassil I. Dahiyat, Ph.D. and John J. Kuch, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bassil I. Dahiyat, Ph.D.</u> Bassil I. Dahiyat, Ph.D.	Director, President & Chief Executive Officer <i>(Principal Executive Officer)</i>	August 3, 2022
<u>/s/ John J. Kuch</u> John J. Kuch	Sr. Vice President & Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 3, 2022
<u>/s/ A. Bruce Montgomery, MD</u> A. Bruce Montgomery, MD	Director	August 3, 2022
<u>/s/ Kurt A. Gustafson</u> Kurt A. Gustafson	Director	August 3, 2022
<u>/s/ Yujiro S. Hata</u> Yujiro S. Hata	Director	August 3, 2022

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kevin C. Gorman, Ph.D.</u> Kevin C. Gorman, Ph.D.	Director	August 3, 2022
<u>/s/ Richard J. Ranieri</u> Richard J. Ranieri	Director	August 3, 2022
<u>/s/ Ellen G. Feigal, M.D.</u> Ellen G. Feigal, M.D.	Director	August 3, 2022
<u>/s/ Dagmar Rosa-Bjorkeson</u> Dagmar Rosa-Bjorkeson	Director	August 3, 2022

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August 3, 2022

Xencor, Inc.  
111 West Lemon Avenue  
Monrovia, CA 91016

Re: Xencor, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Xencor, Inc., a Delaware corporation (the "**Company**"), in connection with the preparation of the Registration Statement on Form S-8 to be filed by the Company with the U.S. Securities and Exchange Commission (the "**Commission**") on or about the date hereof (the "**Registration Statement**") to effect the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of 5,282,714 shares (the "**Shares**") of the Company's common stock, \$0.01 par value per share (the "**Common Stock**"), of which 4,689,159 of such Shares are to be issuable pursuant to the Company's 2013 Equity Incentive Plan (the "**2013 Plan**") and 593,555 of such Shares are to be issuable pursuant to the Company's 2013 Employee Stock Purchase Plan (the "**2013 ESPP**") and together with the 2013 Plan, the "**Plans**").

As such counsel and for purposes of our opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and instruments of the Company and corporate records furnished to us by the Company, and have reviewed certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below, including, without limitation:

- (i) the Registration Statement;
- (ii) the Amended and Restated Certificate of Incorporation of the Company (the "**Amended and Restated Certificate of Incorporation**"), as certified by the Office of the Secretary of State of the State of Delaware on August 3, 2022;
- (iii) the Amended and Restated Bylaws of the Company as presently in effect, as certified by an officer of the Company on August 3, 2022;
- (iv) the 2013 Plan and the forms of award agreements related thereto;
- (v) the 2013 ESPP, as certified by an officer of the Company on August 3, 2022;
- (vi) a certificate, dated as of August 3, 2022, from the Office of the Secretary of State of the State of Delaware, certifying as to the existence and good standing of the Company in the State of Delaware (the "**Good Standing Certificate**"); and
- (vii) resolutions adopted by the Company's board of directors (or a committee thereof) and approvals by the stockholders of the Company regarding the Plans and other matters related thereto, as certified by an officer of the Company on August 3, 2022.

Xencor, Inc.  
August 3, 2022  
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In addition to the foregoing, we have made such investigations of law as we have deemed necessary or appropriate as a basis for the opinion set forth in this opinion letter.

In such examination and in rendering the opinion expressed below, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iii) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to originals thereof, and that such originals are authentic and complete; (iv) the legal capacity, competency and authority of all individuals executing all agreements, instruments, corporate records, certificates and other documents; (v) the due authorization, execution and delivery of all agreements, instruments, corporate records, certificates and other documents by all parties thereto (other than the Company); (vi) that no documents submitted to us have been amended or terminated orally or in writing except as has been disclosed to us in writing; (vii) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true and correct on and as of the date hereof; (viii) that there has not been any change in the good standing status of the Company from that reported in the Good Standing Certificate; and (ix) that each of the officers and directors of the Company has properly exercised his or her fiduciary duties. As to all questions of fact material to this opinion letter, and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation or verification) upon representations and certificates or comparable documents of officers and representatives of the Company. We have also assumed that the individual issuances, grants, awards or grants of purchase rights under the Plans will be duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law, the 2013 Plan or 2013 ESPP, as applicable, and the agreements, forms of instrument, awards and grants duly adopted thereunder. We have also assumed that upon the issuance of any Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Amended and Restated Certificate of Incorporation.

Based upon the foregoing, and in reliance thereon, and subject to the assumptions, limitations, qualifications and exceptions set forth herein, we are of the opinion that the Shares are duly authorized and, when issued and sold as described in the Registration Statement and in accordance with the 2013 Plan or the 2013 ESPP, as applicable, and the applicable award agreements or forms of instrument evidencing purchase rights thereunder (including the receipt by the Company of the full consideration therefor), will be validly issued, fully paid and nonassessable.

Without limiting any of the other limitations, exceptions, assumptions and qualifications stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than the General Corporation Law of the State of Delaware, as in effect on the date of this opinion letter.

This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

This opinion letter is rendered solely in connection with the preparation and filing of the Registration Statement. This opinion letter is rendered as of the date hereof, and we assume no obligation to advise you or any other person with regard to any change after the date hereof in the circumstances or the law that



Xencor, Inc.  
August 3, 2022  
Page 3

may bear on the matters set forth herein even if the change may affect the legal analysis or a legal conclusion or other matters in this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings LLP

LEGAL\_US\_W # 112610177.5

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Xencor, Inc. of our reports dated February 24, 2022, relating to the financial statements and the effectiveness of internal control over financial reporting of Xencor, Inc. appearing in the Annual Report on Form 10-K of Xencor, Inc. for the year ended December 31, 2021.

/s/ RSM US LLP

Los Angeles, California  
August 3, 2022

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## Calculation of Filing Fee Tables

**Form S-8**  
(Form Type)

**Xencor, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit <sup>(2)</sup>	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee <sup>(5)</sup>
Equity	Common Stock, \$0.01 par value per share, reserved for issuance under the 2013 Plan (as defined below)	457(h)	4,689,159 <sup>(3)</sup>	\$28.50	\$133,641,031.50	.0000927	\$12,388.53
Equity	Common Stock, \$0.01 par value per share, reserved for issuance under the 2013 ESPP (as defined below)	457(h)	593,555 <sup>(4)</sup>	\$28.50	\$16,916,317.50	.0000927	\$1,568.15
<b>Total Offering Amounts</b>					\$150,557,349.00		\$13,956.68
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$13,956.68

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock, \$0.01 par value per share (“Common Stock”) that become issuable under the Xencor, Inc. 2013 Equity Incentive Plan (the “2013 Plan”) and the Xencor, Inc. 2013 Employee Stock Purchase Plan (the “2013 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.

(2) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on July 29, 2022, as reported on the Nasdaq Global Market.

(3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2013 Plan on January 1, 2021 and January 1, 2022 pursuant to an “evergreen” provision contained in the 2013 Plan. Pursuant to such provision, on January 1 of each year, from January 1, 2014 through January 1, 2023, the number of shares authorized for issuance under the 2013 Plan is automatically increased by: (a) a number equal to 4% of the total number of shares of the Registrant’s capital stock outstanding on December 31 of the preceding calendar year; or (b) a number of shares of Common Stock that may be determined by the Registrant’s Board of Directors (the “Board”) that is less than the preceding clause (a).

(4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2013 ESPP on January 1, 2022 pursuant to an “evergreen” provision contained in the 2013 ESPP. Pursuant to such provision, on January 1 of each year, from January 1, 2014 through January 1, 2023, the number of shares authorized for issuance under the 2013 ESPP is automatically increased by a number equal to the lesser of: (a) 1% of

the total number of shares of the Registrant's capital stock outstanding on December 31 of the preceding calendar year; (b) 621,814 shares of Common Stock; or (c) a number of shares of Common Stock that may be determined by the Board that is less than the preceding clauses (a) and (b).

(5) The Registrant does not have any fee offsets.

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