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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.**

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(Name of Registrant as Specified in its Charter)

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

# Your vote matters!



Have your ballot ready and please use one of the methods below for **easy voting**:

Your control number

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

Scan QR for digital voting

Xencor, Inc.

## Annual Meeting of Stockholders

For Stockholders of record as of April 15, 2024

Thursday, June 13, 2024 1:30 PM, Pacific Time

465 North Halstead, Suite 200, Pasadena, California 91107

**YOUR VOTE IS IMPORTANT!**  
**PLEASE VOTE BY: 1:30 PM, Pacific Time, June 13, 2024.**



### Internet:

[www.proxypush.com/XNCR](http://www.proxypush.com/XNCR)

- Cast your vote online
- **Have your Proxy Card ready**
- Follow the simple instructions to record your vote



### Phone:

**1-866-859-2528**

- Use any touch-tone telephone
- **Have your Proxy Card ready**
- Follow the simple recorded instructions



### Mail:

- Mark, sign and date your Proxy Card
- Fold and return your Proxy Card in the postage-paid envelope provided

### This proxy is being solicited on behalf of the Board of Directors

The undersigned hereby appoints Bassil I. Dahiyat, John J. Kuch or Celia E. Eckert (the "Named Proxies"), and each or either of them, as the true and lawful attorneys of the undersigned, with full power of substitution and revocation, and authorizes them, and each of them, to vote all the shares of capital stock of Xencor, Inc. which the undersigned is entitled to vote at said meeting and any adjournment thereof upon the matters specified and upon such other matters as may be properly brought before the meeting or any adjournment thereof, conferring authority upon such true and lawful attorneys to vote in their discretion on such other matters as may properly come before the meeting and revoking any proxy heretofore given.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN, SHARES WILL BE VOTED IDENTICAL TO THE BOARD OF DIRECTORS RECOMMENDATION. This proxy, when properly executed, will be voted in the manner directed herein. In their discretion, the Named Proxies are authorized to vote upon such other matters that may properly come before the meeting or any adjournment or postponement thereof.

You are encouraged to specify your choice by marking the appropriate box (SEE REVERSE SIDE) but you need not mark any box if you wish to vote in accordance with the Board of Directors' recommendation. The Named Proxies cannot vote your shares unless you sign (on the reverse side) and return this card.


PLEASE BE SURE TO SIGN AND DATE THIS PROXY CARD AND MARK ON THE REVERSE SIDE

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Please make your marks like this:

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE:**  
**FOR THE ELECTION OF EACH OF THE DIRECTOR NOMINEES, AND FOR PROPOSALS 2 AND 3.**

PROPOSAL	YOUR VOTE			BOARD OF DIRECTORS RECOMMENDS
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;	FOR	WITHHOLD		 <b>FOR</b>  <b>FOR</b>  <b>FOR</b>  <b>FOR</b>  <b>FOR</b>  <b>FOR</b>  <b>FOR</b>  <b>FOR</b>
1.01 Dr. Bassil I. Dahiyat	<input type="checkbox"/>	<input type="checkbox"/>		
1.02 Dr. Ellen G. Feigal	<input type="checkbox"/>	<input type="checkbox"/>		
1.03 Dr. Kevin C. Gorman	<input type="checkbox"/>	<input type="checkbox"/>		
1.04 Mr. Kurt A. Gustafson	<input type="checkbox"/>	<input type="checkbox"/>		
1.05 Dr. Barbara Klencke	<input type="checkbox"/>	<input type="checkbox"/>		
1.06 Dr. A. Bruce Montgomery	<input type="checkbox"/>	<input type="checkbox"/>		
1.07 Mr. Richard J. Ranieri	<input type="checkbox"/>	<input type="checkbox"/>		
1.08 Ms. Dagmar Rosa-Bjorkeson	<input type="checkbox"/>	<input type="checkbox"/>		
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, 2024;	FOR	AGAINST	ABSTAIN	FOR
3. To approve, by non-binding advisory vote, the compensation of the Company's named executive officers, as disclosed in the accompanying Proxy Statement; and	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
To conduct any other business properly brought before the meeting or any adjournments or postponements thereof.				

Check here if you would like to attend the meeting in person.

Authorized Signatures - Must be completed for your instructions to be executed. Please sign exactly as your name(s) appears on your account. If held in joint tenancy, all persons should sign. Trustees, administrators, etc., should include title and authority. Corporations should provide full name of corporation and title of authorized officer signing the Proxy/Vote Form.

\_\_\_\_\_  
Signature (and Title if applicable)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature (if held jointly)

\_\_\_\_\_  
Date