

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|                                                                                                                                                                                                       |                                                                           |                                                                                                                                                                                                                 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Eckert Celia</u><br><br>(Last) (First) (Middle)<br><br><u>C/O XENCOR, INC.</u><br><br>(Street)<br><u>MONROVIA CA 91016</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Xencor Inc [ XNCR ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director _____ 10% Owner _____<br>Officer (give title below) _____ Other (specify below) _____<br><br><u>VP, GENERAL COUNSEL</u> |
|                                                                                                                                                                                                       | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/02/2023</u>     |                                                                                                                                                                                                                 |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)                                                                                                                                              |                                                                           |                                                                                                                                                                                                                 |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |           | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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     |                                                                                               |                                                          |                                                       |
| Common Stock                    | 03/02/2023                           |                                                    | A                              |   | 10,504 <sup>(1)</sup>                                             | A          | \$0       | 40,576                                                                                        | D                                                        |                                                       |
| Common Stock                    | 03/03/2023                           |                                                    | S                              |   | 427 <sup>(2)</sup>                                                | D          | \$31.5381 | 40,149 <sup>(3)</sup>                                                                         | D                                                        |                                                       |

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

| 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. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 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 |
| Stock Options                              | \$31.43                                                | 03/02/2023                           |                                                    | A                              |   | 63,025                                                                                 |     | (4)                                                      | 03/01/2033      | Common Stock                                                                      | 63,025                                     | \$0                                                                                                | 63,025                                                    | D                                                      |       |

**Explanation of Responses:**

- 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.
- Represents the disposition of shares that were sold to pay withholding taxes upon vesting of 1,049 restricted stock units.
- Includes the following shares acquired by the reporting person pursuant to the Issuer's Employee Stock Purchase Plan: 746 shares acquired in June 2022 and 350 shares acquired in December 2022.
- 25% of the shares subject to the option shall vest on the one year anniversary of March 2, 2023 (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.

/s/ Celia E. Eckert, Attorney-in-Fact 03/06/2023

\*\* Signature of Reporting Person Date

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.