

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

XENCOR, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

111 West Lemon Avenue
Monrovia, CA
(Address of Principal Executive Offices)

20-1622502
(I.R.S. Employer
Identification No.)

91016
(Zip Code)

2013 Equity Incentive Plan
(Full title of the plan)

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)

Copies to:

Thomas A. Coll, Esq.
Kenneth J. Rollins, Esq.
Cooley LLP
1333 2nd Street, Suite 400
Santa Monica, California 90401
(310) 883-6400

John J. Kuch
Senior Vice President and Chief Financial Officer
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. (Check one):

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| Emerging growth company | <input type="checkbox"/> | | |

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.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|--|----------------------------------|--|--|-------------------------------|
| 2013 Equity Incentive Plan | | | | |
| Common Stock, \$0.01 par value per share | 5,269,327 ⁽³⁾ | \$ 35.83 | \$ 188,773,639.78 | \$ 24,502.82 |
| Total | 5,269,327 | N/A | \$ 188,773,639.78 | \$ 24,502.82 |

- (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 ("Common Stock") that become issuable under the Xencor, Inc. 2013 Equity Incentive Plan (the "2013 Plan").
- (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 February 21, 2020, 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, 2018, January 2019, and January 1, 2020 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).

INCORPORATION OF DOCUMENTS BY REFERENCE

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

The Registrant previously registered shares of its Common Stock for issuance under the 2013 Plan 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](#)). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

Item 8. Exhibits.

| Exhibit Number | Description |
|---------------------------|---|
| 4.1 | Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the SEC on December 11, 2013). |
| 4.2 | Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the SEC on December 11, 2013). |
| 4.3 | Form of Common Stock Certificate of the Registrant (incorporated 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 SEC on October 25, 2013). |
| 5.1 | Opinion of Cooley LLP. |
| 23.1 | Consent of Independent Registered Public Accounting Firm (RSM US LLP). |
| 23.2 | Consent of Cooley LLP. Reference is made to Exhibit 5.1. |
| 24.1 | Power of Attorney. Reference is made to the signature page hereto. |
| 99.1 | Xencor, Inc. 2013 Equity Incentive Plan and Forms of Stock Option Agreement, Notice of Exercise and Stock Option Grant Notice thereunder (incorporated 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 SEC on October 11, 2013). |

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 February 24, 2020.

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. | President, Chief Executive Officer and Member of the Board of Directors <i>(Principal Executive Officer)</i> | February 24, 2020 |
| <u>/s/ John J. Kuch</u> John J. Kuch | Senior Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i> | February 24, 2020 |
| <u>/s/ A. Bruce Montgomery, MD</u> A. Bruce Montgomery, MD | Director | February 24, 2020 |
| <u>/s/ Kurt Gustafson</u> Kurt Gustafson | Director | February 24, 2020 |
| <u>/s/ Yujiro S. Hata</u> Yujiro S. Hata | Director | February 24, 2020 |
| <u>/s/ Kevin C. Gorman, Ph.D.</u> Kevin C. Gorman, Ph.D. | Director | February 24, 2020 |
| <u>/s/ Richard Ranieri</u> Richard Ranieri | Director | February 24, 2020 |
| <u>/s/ Ellen G. Feigal, M.D.</u> Ellen G. Feigal, M.D. | Director | February 24, 2020 |
| <u>/s/ Dagmar Rosa-Bjorkeson</u> Dagmar Rosa-Bjorkeson | Director | February 24, 2020 |

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Kenneth J. Rollins
+1 858 550 6136
krollins@cooley.com

February 24, 2020

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

Ladies and Gentlemen:

We have represented Xencor, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission, covering the offering of up to 5,269,327 shares (the "**Shares**") of the Company's Common Stock, \$0.01 par value, reserved for issuance pursuant to the Company's 2013 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and the related prospectuses, the Plan, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents by all persons other than the Company where due authorization, execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Kenneth J. Rollins
Kenneth J. Rollins



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, 2020, 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, 2019.

/s/ RSM US LLP

Los Angeles, California
February 24, 2020
