

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 12, 2024**

XENCOR, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of
Incorporation)

001-36182

(Commission
File Number)

20-1622502

(IRS Employer
Identification Number)

**465 North Halstead Street, Suite 200
Pasadena, California**

(Address of Principal Executive Offices)

91107

(Zip Code)

(626) 305-5900

(Registrant's telephone number, including area code)
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01 per share	XNCR	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 8.01. Other Events.

On September 12, 2024, Xencor, Inc. (the “Company”) issued a press release announcing the closing of its previously announced underwritten public offering of shares of its common stock, par value \$0.01 per share (“Common Stock”). In the offering, the Company sold: (i) an aggregate of 8,093,712 shares of its Common Stock at a public offering price of \$18.00 per share, which includes the exercise in full by the underwriters of their option to purchase 1,458,600 additional shares of Common Stock, and (ii) pre-funded warrants to purchase an aggregate of 3,088,888 shares of Common Stock (the “Pre-Funded Warrants”) at a public offering price of \$17.99 per share of Common Stock. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit No.	Description
99.1	Press Release, dated September 12, 2024.
104	Cover Page Interactive Data File, formatted in Inline Extensible Business Reporting Language (iXBRL).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 12, 2024

XENCOR, INC.

By: /s/ Celia Eckert
Celia Eckert
General Counsel & Corporate Secretary



Xencor Announces Closing of Public Offering Including Full Exercise of Underwriters' Option to Purchase Additional Shares

PASADENA, Calif. – September 12, 2024 – Xencor, Inc. (“Xencor”) (Nasdaq: XNCR), a clinical-stage biopharmaceutical company developing engineered antibodies for the treatment of cancer and other serious diseases, today announced the closing of its previously announced underwritten public offering of 8,093,712 shares of its common stock at a price to the public of \$18.00 per share, which includes the exercise in full by the underwriters of their option to purchase up to 1,458,600 additional shares of common stock, and pre-funded warrants to purchase up to an aggregate of 3,088,888 shares of common stock at a price to the public of \$17.99 per pre-funded warrant. The pre-funded warrants are immediately exercisable and have an exercise price of \$0.01 per share. The gross proceeds to Xencor from this offering were approximately \$201.3 million, before deducting underwriting discounts and commissions and offering expenses.

Leerink Partners, Raymond James and RBC Capital Markets acted as joint book-running managers for the offering. Wedbush PacGrow acted as a co-manager for the offering.

Xencor currently intends to use the net proceeds from the offering for general corporate purposes, which may include research and development, capital expenditures, working capital and general and administrative expenses.

The public offering was made pursuant to an automatic shelf registration statement on Form S-3 (File No. 333-270030), previously filed with the Securities and Exchange Commission (the “SEC”) on February 27, 2023, and which automatically became effective upon filing. The securities were offered only by means of a prospectus and prospectus supplement that form a part of the registration statement. A final prospectus supplement and the accompanying prospectus relating to and describing the terms of the offering have been filed with the SEC and are available on the SEC’s website at www.sec.gov. Copies of the final prospectus supplement and accompanying prospectus relating to the offering may also be obtained by contacting Leerink Partners LLC, Attention: Syndicate Department, 53 State Street, 40th Floor, Boston, Massachusetts 02109, by telephone at (800) 808-7525, ext. 6105, or by email at syndicate@leerink.com; from Raymond James & Associates, Inc., Attention: Equity Syndicate, 880 Carillon Parkway, St. Petersburg, Florida 33716, by telephone at (800) 248-8863, or by email at prospectus@raymondjames.com; or from RBC Capital Markets, LLC, Attention: Equity Capital Markets, Brookfield Place, 200 Vesey Street, 8th Floor, New York, New York 10281, by telephone at (877) 822-4089 or by email at equityprospectus@rbccm.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

About Xencor

Xencor is a clinical-stage biopharmaceutical company developing engineered antibodies for the treatment of patients with cancer and other serious diseases. More than 20 candidates engineered with Xencor’s XmAb® technology are in clinical development, and three XmAb medicines are marketed

by partners. Xencor's XmAb engineering technology enables small changes to a proteins structure that result in new mechanisms of therapeutic action.

Forward-Looking Statements

This press release contains forward-looking statements under the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, including statements regarding Xencor's anticipated use of proceeds from the offering. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially and adversely and reported results should not be considered as an indication of future performance. These risks and uncertainties include, but are not limited to: risks and uncertainties associated with market and other conditions and the satisfaction of customary closing conditions related to the proposed public offering and other risks that are described in Xencor's most recent periodic reports filed with the SEC, including Xencor's Annual Report on Form 10-K for the year ended December 31, 2023, including the risk factors set forth in those filings. These forward-looking statements speak only as of the date hereof. Xencor disclaims any obligation to update these forward-looking statements, except as required by applicable law.

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