

**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): **June 24, 2021**

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 No.)

**111 West Lemon Avenue
Monrovia, California**
(Address of principal executive offices)

91016
(Zip Code)

(626) 305-5900
(Registrant's telephone number, including area code)

N/A
(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 (see General Instruction A.2. below):

- 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 5.07. Submission of Matters to a Vote of Security Holders.

On June 24, 2021, Xencor, Inc. (the “Company”) held our 2021 Annual Meeting of Stockholders. A total of 56,383,613 shares of the Company’s common stock were present or represented by proxy at the meeting, which represents approximately 96.84% of the 58,224,616 shares of the Company’s common stock that were outstanding and entitled to vote at the meeting as of the record date of April 26, 2021. Stockholders considered the three proposals outlined below, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 28, 2021 (the “Proxy Statement”).

Proposal 1. Election of Directors

Our stockholders elected the eight persons listed below as directors, each to serve until our 2022 Annual Meeting of Stockholders and until their successors are duly elected and qualified. The final voting results are as follows:

	Votes for	Votes Withheld	Broker Non-Votes
Dr. Bassil I. Dahiyat	54,049,222	92,735	2,241,656
Dr. Ellen G. Feigal	54,015,567	126,390	2,241,656
Dr. Kevin C. Gorman	53,987,566	154,391	2,241,656
Mr. Kurt A. Gustafson	52,672,341	1,469,615	2,241,656
Mr. Yujiro S. Hata	53,944,393	197,563	2,241,656
Dr. A. Bruce Montgomery	53,357,760	784,197	2,241,656
Mr. Richard J. Ranieri	53,790,779	351,178	2,241,656
Ms. Dagmar Rosa-Bjorkeson	53,950,117	191,840	2,241,656

Proposal 2. Ratification of the Selection of Independent Registered Public Accounting Firm

Our stockholders ratified the selection by the Audit Committee of our Board of Directors of RSM US LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021. The final voting results are as follows:

Votes for	Votes Against	Abstentions	Broker Non-Votes
56,350,269	7,069	26,275	-

Proposal 3. Advisory Vote on the Compensation of the Company’s Named Executive Officers

Our stockholders approved, on an advisory (non-binding) basis, the compensation of our named executive officers as disclosed in the Proxy Statement. The final voting results are as follows:

Votes for	Votes Against	Abstentions	Broker Non-Votes
52,613,024	1,515,105	13,828	2,241,656

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: June 28, 2021

XENCOR, INC.

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