

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Foster Paul A</u> (Last) (First) (Middle) <u>C/O XENCOR, INC.</u> <u>111 WEST LEMON AVENUE</u> (Street) <u>MONROVIA CA 91016</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xencor Inc [XNCR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	08/14/2018		M		15,496	A	\$11.05	20,448 ⁽¹⁾	D	
Common Stock	08/14/2018		S		15,496	D	\$41.1061 ⁽²⁾	4,952	D	
Common Stock	08/15/2018		M		106	A	\$11.05	5,058	D	
Common Stock	08/15/2018		S		106	D	\$41.1	4,952	D	
Common Stock	08/16/2018		M		20,739	A	\$11.05	25,691	D	
Common Stock	08/16/2018		S		20,739	D	\$41.1	4,952	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 Option (right to buy)	\$11.05	08/14/2018		M			15,496	(3)	02/20/2024	Common Stock	15,496	\$0.00	74,504	D	
Stock Option (right to buy)	\$11.05	08/15/2018		M			106	(3)	02/20/2024	Common Stock	106	\$0.00	74,398	D	
Stock Option (right to buy)	\$11.05	08/16/2018		M			20,739	(3)	02/20/2024	Common Stock	20,739	\$0.00	53,659	D	

Explanation of Responses:

- Includes the following shares acquired by the Reporting Person pursuant to the Issuer's Employee Stock Purchase Plan: 1,207 shares of Common Stock acquired on June 10, 2015, 1,212 shares of Common Stock acquired on December 10, 2015 and 114 shares of Common Stock acquired on June 9, 2018.
- The weighted average sale price for the transaction reported was \$41.1061, and the range of prices were between \$41.10 and \$41.120. Upon request by the SEC staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares purchased or sold at each separate price will be provided.
- The stock option is fully vested.

Remarks:

/s/ John J. Kuch, Attorney-in-Fact 08/16/2018

** 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.