FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
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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* <u>Baracchini Edgardo Jr</u>						2. Issuer Name and Ticker or Trading Symbol Xencor Inc [XNCR]									all applic Directo	cable) r	g Perso	Person(s) to Issuer 10% Owner Other (specify	
	(Fi NCOR, INC ST LEMON		(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 09/02/2016								X	below)	r (give title) Chief Business Of		below)	
(Street) MONRO (City)	OVIA C	A	91016 (Zip)		4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								Indivine)	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person 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. Transac Date (Month/Da				Execution Year) if any		cution Date,		ction Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			Benefic Owned		es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D)	Price	Tra		Reported Transaction(s) (Instr. 3 and 4)		[(Instr. 4)	
Common Stock 09/02/20				2016	16		M		10,000	A	\$0.59	10		,000		D			
Common Stock 09/02/20:				2016	16		S		10,000	D	\$21.064	.0641(1)		0		D			
		٦	Table I								posed of, , converti			y Oı	wned				
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. Transa Code (8)	5. Number ction of		6. Date Exercisable an Expiration Date (Month/Day/Year)			7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)		De Se	rivative d curity S str. 5) E C	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	Ownersh Form: y Direct (D or Indire (I) (Instr.	Ownership	Beneficial Ownership ct (Instr. 4)	
					Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amount or Number of Shares						
Stock Option (right to	\$0.59	09/02/2016			M			10,000	(2	2)	01/17/2020	Common	n 10,000		\$0.00	153,17	1	D	

Explanation of Responses:

Remarks:

/s/ Edgardo J. Baracchini 09/02/2016

** 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.

^{1.} The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.43, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set

^{2. 25%} of the shares subject to the option vested on the one year anniversary of January 12, 2010 (the "Vesting Commencement Date"), and 1/48th of the shares vest monthly thereafter, such that the option shall be fully vested and exercisable on the four year anniversary of the Vesting Commencement Date.