

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>STAFFORD JOHN S III</u> (Last) (First) (Middle) <u>350 N. ORLEANS STREET</u> <u>SUITE 2N</u> (Street) <u>CHICAGO IL 60654-1975</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	08/09/2016		S		10,000	D	\$21.88 ⁽¹⁾	5,247,240 ⁽⁴⁾	I	By Ronin Capital, LLC
Common Stock	08/10/2016		S		10,500	D	\$21.725 ⁽²⁾	5,236,740 ⁽⁴⁾	I	By Ronin Capital, LLC
Common Stock	08/11/2016		S		10,000	D	\$22.01 ⁽³⁾	5,226,740 ⁽⁴⁾	I	By Ronin Capital, LLC
Common Stock								7,500	D	
Common Stock								2,000,000	I	By Ronin Trading, LLC

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					

1. Name and Address of Reporting Person*
STAFFORD JOHN S III

 (Last) (First) (Middle)
350 N. ORLEANS STREET
SUITE 2N

 (Street)
CHICAGO IL 60654-1975

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

Ronin Capital, LLC

(Last) (First) (Middle)

350 N. ORLEANS STREET
SUITE 2N

(Street)
CHICAGO IL 60654-1975

(City) (State) (Zip)

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$21.86 to \$21.90. The price reported above reflects the average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
2. This transaction was executed in multiple trades at prices ranging from \$21.54 to \$21.91. The price reported above reflects the average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
3. This transaction was executed in multiple trades at prices ranging from \$21.97 to \$22.05. The price reported above reflects the average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
4. On April 29, 2016, John R. Stafford, III transferred 5,257,240 shares of the issuer's common stock to his Class C Capital Account at Ronin Capital, LLC ("Ronin Capital"), a limited liability company owned and managed by Mr. Stafford. Mr. Stafford is the indirect beneficial owner of all of the shares of common stock of the issuer held of record by Ronin Capital. The transfer on April 29, 2016 did not result in any change in Mr. Stafford's pecuniary interest in the securities but only a change in the form of ownership of the securities from direct to indirect, and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13. Mr. Stafford's total direct and indirect holdings are being reported in this Form 4 to enable reconciliation to Mr. Stafford's previous Form 4 filings.

/s/ John S. Stafford, III 08/11/2016

/s/ Agnes Burda, authorized
signatory 08/11/2016

** 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.