

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Xencor, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**20-1622502**  
(I.R.S. Employer Identification No.)

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

**91016**  
(Zip Code)

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

**Title of each class  
to be so registered**  
Common Stock, \$0.01 par value per share

**Name of exchange on which  
each class is to be registered**  
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.  o

Securities Act registration statement file number to which the form relates: 333-191689

Securities to be registered pursuant to Section 12(g) of the Act: None

(Title of class)

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the common stock, \$0.01 par value per share, of Xencor, Inc., a Delaware corporation (the "Registrant"), to be registered hereunder is contained in the section entitled "Description of Capital Stock" in the prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-191689), initially filed with the Securities and Exchange Commission (the "Commission") on October 11, 2013, as amended from time to time (the "Registration Statement"), and is incorporated herein by reference. Any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that constitutes part of the Registration Statement shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

Under the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed with this registration statement because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**Xencor, Inc.**

Date: November 6, 2013

By: /s/ Bassil I. Dahiyat, PhD.

Bassil I. Dahiyat, Ph.D.

*President and Chief Executive Officer*