

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Kuch John J</u> (Last) (First) (Middle) C/O XENCOR, INC. 111 W. LEMON AVE (Street) MONROVIA CA 91016 (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) SR. VICE PRESIDENT & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2021		M		15,065 ⁽¹⁾	A	\$11.05	101,285	D	
Common Stock	03/01/2021		S		15,065 ⁽¹⁾	D	\$48.8996 ⁽²⁾	86,220	D	
Common Stock	03/03/2021		S		805 ⁽³⁾	D	\$45.085	85,415	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				
Stock Options	\$11.05	03/01/2021		M		15,065 ⁽¹⁾	(4)	02/20/2024	Common Stock	15,065	\$0	10,585 ⁽⁵⁾	D	

Explanation of Responses:

- Represents option exercise and sale pursuant to a 10b5-1 plan.
- The weighted average sale price for the transaction reported was \$48.8996, and the range of prices were between \$48.18 and \$49.64. Upon request by the SEC staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares sold at each separate price will be provided.
- Represents the disposition of shares that were sold to pay withholding taxes upon vesting of 2,259 restricted stock units.
- The shares subject to the option were subject to a vesting schedule and became fully vested on February 21, 2018.
- The initial filing incorrectly listed the number of securities beneficially owned following the transaction as 25,065 instead of 25,650 due to a typo carried over from a prior filing. The number of securities beneficially owned following this transaction was calculated off the 25,650 figure.

/s/ John J. Kuch

03/03/2021

** 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.