

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 18, 2015**

**XENCOR, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**001-36182**  
(Commission File No.)

**20-1622502**  
(IRS Employer Identification No.)

**111 West Lemon Avenue  
Monrovia, California 91016**  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(626) 305-5900**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) Effective as of March 18, 2015, the Board of Directors (the "Board") of Xencor, Inc. (the "Company") appointed A. Bruce Montgomery, M.D. as a director of the Company.

In connection with Dr. Montgomery's appointment, the Company granted to Dr. Montgomery an option to purchase shares of the Company's common stock pursuant to the Company's 2013 Equity Incentive Plan under its current compensation practice for newly appointed non-employee directors. Dr. Montgomery will receive a cash retainer consistent with the Company's current compensation practice for non-employee directors. The Company also anticipates that Dr. Montgomery will enter into the Company's standard indemnification arrangement for officers and directors of the Company, the form of which is attached as Exhibit 10.1 to our Registration Statement on Form S-1, as amended (File No. 333-191689), originally filed with the Securities and Exchange Commission on October 11, 2013.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 19, 2015

**XENCOR, INC.**

By: /s/ Lloyd A. Rowland  
Lloyd A. Rowland  
Senior Vice President and General Counsel