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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

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**XENCOR, INC.**

(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

No fee required

Fee paid previously with preliminary materials

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

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P.O. BOX 8016, CARY, NC 27512-9903

# Xencor, Inc. Important Notice Regarding the Availability of Proxy Materials

**Stockholders Meeting to be held on  
June 23, 2022**

**For Stockholders of record as of April 25, 2022**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials, and to obtain directions to attend the meeting, go to: [www.proxydocs.com/XNCR](http://www.proxydocs.com/XNCR)

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.



**For a convenient way to view proxy materials and VOTE go to  
[www.proxydocs.com/XNCR](http://www.proxydocs.com/XNCR)**

**Have the 12 digit control number located in the shaded box above available  
when you access the website and follow the instructions.**

*If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before June 13, 2022.*

*To order paper materials, use one of the following methods.*

  
**INTERNET**  
[www.investorelections.com/XNCR](http://www.investorelections.com/XNCR)

  
**TELEPHONE**  
(866) 648-8133

  
**\* E-MAIL**  
[paper@investorelections.com](mailto:paper@investorelections.com)

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.

\* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.

## Xencor, Inc.

**Meeting Type:** Annual Meeting of Stockholders  
**Date:** Thursday, June 23, 2022  
**Time:** 1:30 PM, Pacific Time  
**Place:** 111 West Lemon Avenue  
Monrovia, California 91016

**SEE REVERSE FOR FULL AGENDA**

# Xencor, Inc.

## Annual Meeting of Stockholders

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE:  
FOR ON PROPOSALS 1, 2 AND 3**

**PROPOSAL**

1. Election of Directors
    - 1.01 Bassil I. Dahiyat, Ph.D.
    - 1.02 Ellen G. Feigal, M.D.
    - 1.03 Kevin C. Gorman, Ph. D.
    - 1.04 Kurt A. Gustafson
    - 1.05 Yujiro S. Hata
    - 1.06 A. Bruce Montgomery, M.D.
    - 1.07 Richard J. Ranieri
    - 1.08 Dagmar Rosa-Bjorkeson
  2. To ratify the selection by the Audit Committee of the Board of Directors of RSM US LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2022.
  3. To hold a non-binding advisory vote on the compensation of the Company's named executive officers, as disclosed in the proxy statement.
  4. To conduct any other business properly brought before the meeting or any adjournments or postponements thereof.
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