

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Desjarlais John R</u>	2. Date of Event Requiring Statement (Month/Day/Year) 12/02/2013	3. Issuer Name and Ticker or Trading Symbol <u>Xencor Inc [XNCR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President, Research</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 12/02/2013
(Last) (First) (Middle) <u>C/O XENCOR, INC.</u> <u>111 WEST LEMON AVENUE</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>MONROVIA CA</u> <u>91016</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(1)	12/31/2014 ⁽²⁾	Common Stock	12 ⁽²⁾	0.59	D	
Stock Option (Right to Buy)	(1)	12/31/2014	Common Stock	36 ⁽²⁾	0.59	D	
Stock Option (Right to Buy)	(1)	11/23/2014 ⁽²⁾	Common Stock	147 ⁽²⁾	0.59	D	
Stock Option (Right to Buy)	(1)	06/08/2015 ⁽²⁾	Common Stock	23,069 ⁽²⁾	0.59	D	
Stock Option (Right to Buy)	(1)	10/25/2016 ⁽²⁾	Common Stock	3,225 ⁽²⁾	0.59	D	
Stock Option (Right to Buy)	(1)	12/31/2016 ⁽²⁾	Common Stock	38,374 ⁽²⁾	0.59	D	

Explanation of Responses:

1. The stock option is fully vested and exercisable.

2. This Form 3 is being amended to (1) correct the expiration date of this stock option which was originally reported as July 27, 2020 and (2) correct the amount of securities underlying this stock option.

Remarks:

/s/ John J. Kuch, Attorney-in-Fact 04/22/2014

** 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 5 (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.