

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Dahiyat Bassil I</u>			2. Issuer Name and Ticker or Trading Symbol <u>Xencor Inc [XNCR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) PRESIDENT & CEO			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/13/2024</u>						
C/O XENCOR, INC. 465 N HALSTEAD STREET, SUITE 200			4. If Amendment, Date of Original Filed (Month/Day/Year)			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)	(City)	(State)	(Zip)						
PASADENA	CA		91107						

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	11/13/2024		M ⁽¹⁾		3,366	A	\$15.69	355,981 ⁽²⁾⁽³⁾	D	
Common Stock	11/13/2024		S ⁽¹⁾		3,366 ⁽⁴⁾	D	\$24.0172 ⁽⁵⁾	352,615	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						Amount or Number of Shares	
Stock Option (Right to Buy)	\$15.69	11/13/2024		M ⁽¹⁾			3,366		⁽⁶⁾	02/11/2025	Common Stock	3,366	\$0	71,634 ⁽⁷⁾	D	

Explanation of Responses:

- This transaction is pursuant to a 10b5-1 plan adopted by the Reporting Person on June 14, 2024.
- Includes the following shares acquired by the Reporting Person pursuant to the Issuer's Employee Stock Purchase Plan: 417 shares acquired on June 10, 2024.
- Includes 304 shares previously inadvertently omitted due to a clerical error. On March 6, 2024, the Reporting Person filed a Form 4 which reported that, following the transactions, the Reporting Person beneficially owned a total of 354,635 shares of Common Stock (the "Original Report"). The Original Report and the subsequent Form 4s filed by the Reporting Person on March 12, 2024 and July 1, 2024 inadvertently omitted 304 shares held by the Reporting Person due to a clerical error.
- Represents the disposition of shares sold to pay option cost and estimated tax liability due upon option exercise.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.00 to \$24.07, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- 25% of the shares subject to the option vested on the one year anniversary of February 12, 2015 (the "Vesting Commencement Date"), and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on the four year anniversary of the Vesting Commencement Date.
- The Reporting Person previously transferred 75,000 shares underlying the stock option to his ex-spouse. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-spouse.

/s/ Celia E. Eckert, Attorney-in-Fact 11/14/2024

** 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.