

Xenon Pharmaceuticals Inc.  
Form 4  
February 05, 2015

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hayden Michael R

(Last) (First) (Middle)

C/O XENON  
PHARMACEUTICALS INC, 200 -  
3650 GILMORE WAY

(Street)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Xenon Pharmaceuticals Inc. [XENE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/03/2015

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

BURNABY, A1 V5G 4W8

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(1)                                                                                                      | (A)<br>or<br>(D)<br>Price<br>\$<br>(2)                               |                                                                   |
| Common<br>Shares                      | 02/03/2015                              |                                                             | M                                       |                                                                            | 5,144<br>(1)                                                                                                       | A 4.81<br>(2)                                                        | 10,288 I By<br>Genworks<br>Inc. (4)                               |
| Common<br>Shares                      |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      | 75,886 I By wife                                                  |
| Common<br>Shares                      |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      | 97,319 D                                                          |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Underlying Securities (Instr. 3 and 4) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
| Stock Option (Right to Buy)                | \$ 4.81 <sup>(2)</sup>                                 | 02/03/2015                           |                                                    | M                              | 5,144                                                                                   | <sup>(3)</sup> 05/08/2015                                | Common Shares                                                 | 5,144                                                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships                    |
|----------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                    | Director 10% Owner Officer Other |
| Hayden Michael R<br>C/O XENON PHARMACEUTICALS INC<br>200 - 3650 GILMORE WAY<br>BURNABY, A1 V5G 4W8 | X                                |

## Signatures

/s/ Barbara A. Mery,  
Attorney-in-fact 02/05/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- (1) The common shares acquired by the Reporting Person in connection with the option exercise are subject to the terms of a Lock-up Agreement executed by the Reporting Person in favor of the underwriters of the Company's initial public offering in November 2014.
- (2) The exercise price was converted from \$6.07 CAD using the closing rate of exchange of the Bank of Canada on the date of grant. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- (3) The shares subject to the option fully vested on October 1, 2008.
- (4) Michael Hayden is the president and principal beneficial shareholder of Genworks Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

## Edgar Filing: Xenon Pharmaceuticals Inc. - Form 4

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