

Xencor Inc
Form 3/A
April 22, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

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

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|--|---|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|---|---|---|--|

(Instr. 5)

| | | | | | | | |
|-----------------------------|-------|---------------|--------------|------------|---------|---|---|
| Stock Option (Right to Buy) | Â (1) | 12/31/2014(2) | Common Stock | 12 (2) | \$ 0.59 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 12/31/2014 | Common Stock | 36 (2) | \$ 0.59 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 11/23/2014(2) | Common Stock | 147 (2) | \$ 0.59 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 06/08/2015(2) | Common Stock | 23,069 (2) | \$ 0.59 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 10/25/2016(2) | Common Stock | 3,225 (2) | \$ 0.59 | D | Â |
| Stock Option (Right to Buy) | Â (1) | 12/31/2016(2) | Common Stock | 38,374 (2) | \$ 0.59 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Desjarlais John R C/O XENCOR, INC. 111 WEST LEMON AVENUE MONROVIA, CA 91016 | Â | Â | Â Vice President, Research | Â |

Signatures

/s/ John J. Kuch,
Attorney-in-Fact

04/22/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(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.

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

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