Edgar Filing: Xenon Pharmaceuticals Inc. - Form 4

| Xenon Pharmaceuticals Inc. | | | | | | | | |
|--|--|---|---|--|--|--|--|--|
| Form 4 Moreh 10, 2015 | | | | | | | | |
| March 19, 2015 FORM 4 | TATES SECURITIES AND EXCHANGE | OMB APP | ROVAL | | | | | |
| Check this box | Number: | 3235-0287 | | | | | | |
| if no longer subject to STATEME | NT OF CHANGES IN BENEFICIAL OV | WNERSHIP OF Estimated ave | • | | | | | |
| Section 16.SECURITIESLoninated averageForm 4 orburden hours per response0.5Form 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.0.5Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 19400.5 | | | | | | | | |
| (Print or Type Responses) | | | | | | | | |
| 1. Name and Address of Reporting Per GOLDBERG Y. PAUL | rson [*] 2. Issuer Name and Ticker or Trading Symbol Xenon Pharmaceuticals Inc. [XENE] | 5. Relationship of Reporting Persor Issuer | n(s) to | | | | | |
| (Last) (First) (Mide | dle) 3. Date of Earliest Transaction | (Check all applicable) | | | | | | |
| C/O XENON PHARMACEUTICALS INC, 2 3650 GILMORE WAY | (Month/Day/Year) 03/17/2015 200 - | Director 10% O X_ Officer (give title Other (below) VP, Clinical Developmen | specify | | | | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Applicable Line) _X_ Form filed by One Reporting Perso | n | | | | | |
| BURNABY, A1 V5G 4W8 | | Form filed by More than One Repo Person | rting | | | | | |
| (City) (State) (Zip | p) Table I - Non-Derivative Securities A | cquired, Disposed of, or Beneficially | Owned | | | | | |
| 1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A Ex (Instr. 3)0.100000000000000000000000000000000000 | xecution Date, if TransactionAcquired (A) or | SecuritiesForm: DirectInBeneficially(D) or IndirectBeOwned(I)Owned | Nature of direct eneficial wnership nstr. 4) | | | | | |
| Domindow Doport on a separate line for | | | | | | | | |
| Keminder: Keport on a separate fine for | information cont required to respo | pond to the collection of SEC | C 1474 (9-02) | | | | | |
| Table I | I - Derivative Securities Acquired, Disposed of, or (e.g., puts, calls, warrants, options, convertible s | | | | | | | |
| | ion Date 3A. Deemed 4. 5. Number y/Year) Execution Date, if TransactionDerivative | | Fitle and Amount of 8 derlying Securities 1 | | | | | |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (or Dispose (D) (Instr. 3, 4 and 5) | ed of | (Month/Day/ | 'Year) | (Instr. 3 and | 4) (| | | |
|--|---|------------|-------------------------|--------------------|---|-------|---------------------|--------------------|------------------|-------------------------------------|--|--|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to Buy) | \$ 17.76 | 03/17/2015 | | А | 35,000 | | <u>(1)</u> | 03/16/2025 | Common Shares | 35,000 | | | |
| Reporting Owners | | | | | | | | | | | | | |
| Reporting Owner Name / Address | | | Relationships | | | | | | | | | | |
| | | Director | 10% | Owner | Of | ficer | Other | | | | | | |
| GOLDBERG Y. PAUL C/O XENON PHARMACEUTICALS INC 200 - 3650 GILMORE WAY BURNABY, A1 V5G 4W8 | | | | | P, Clinical evelopment | | | | | | | | |
| Signa | tures | | | | | | | | | | | | |
| /s/ Sonia Graham, Attorney-in-fact 03/19/2015 | | | | | | | | | | | | | |

**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) Vesting 25% on January 1, 2016, and 75% vesting thereafter over the course of the next 3 years, in equal amounts, on the last day of each month.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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