

Xenon Pharmaceuticals Inc.
Form SC 13G/A
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1) *

Xenon Pharmaceuticals Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

98420N105
(CUSIP Number)

December 31, 2018
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 98420N105

1 NAMES OF
REPORTING
PERSONS

**Vivo
Opportunity,
LLC**

2 CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

5 SOLE
VOTING
POWER

NUMBER OF
SHARES 6 **1,405,476⁽¹⁾**

BENEFICIALLY
OWNED 7 SHARED
VOTING
POWER

0

BY EACH
REPORTING 8 SOLE
DISPOSITIVE
POWER

PERSON WITH **1,405,476⁽¹⁾**

SHARED

DISPOSITIVE
POWER

0

9 AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

1,405,476⁽¹⁾

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES (See
Instructions)

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

5.6% ⁽²⁾

TYPE OF REPORTING

12 PERSON (See
Instructions)

OO

(1) The shares of common stock, no par value (the "Common Stock") are held of records by Vivo Opportunity Fund, L.P. Vivo Opportunity, LLC is the general partner of Vivo Opportunity Fund, L.P.

Based on 25,240,348 shares of Common Stock of the Issuer outstanding as of November 2, 2018, as reported in the (2) issuer's quarterly report on Form 10-Q for the quarter ended September 30, 2018, filed with the Securities and Exchange Commission on November 6, 2018.

Item 1. (a) Name of Issuer:

Xenon Pharmaceuticals Inc

(b) Address of Issuer's Principal Executive Offices:

200-3650 Gilmore Way, Burnaby, British Columbia, Canada V5G 4W8

Item 2. (a) Name of Person Filing:

Vivo Opportunity, LLC

(b) Address of Principal Business Office or, if None, Residence:

505 Hamilton Avenue, Suite 207, Palo Alto, CA 94301

(c) Citizenship:

Vivo Opportunity, LLC is a Delaware limited liability company.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

98420N105

Item 3. If This Statement is Filed Pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Act.
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(j), please specify the type of institution:

Not Applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

The shares of common stock are held of record by Vivo Opportunity Fund, L.P.

Vivo Opportunity, LLC is the general partner of Vivo Opportunity Fund, L.P. The voting members of Vivo Opportunity, LLC are Albert Cha, Gaurav Aggarwal, Shan Fu, Frank Kung and Michael Chang, none of whom has individual voting or investment power with respect to these shares of common stock and each of whom disclaims beneficial ownership of such shares of common stock.

(b) Percent of class:

5.6%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 1,405,476

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 1,405,476

(iv) Shared power to dispose of or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Vivo Opportunity, LLC

February 14, 2019
(Date)

/s/ Gaurav Aggarwal
(Signature)

Managing Member
(Title)