

Xenon Pharmaceuticals Inc.  
 Form 3  
 November 04, 2014

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
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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)

1. Name and Address of Reporting Person * Â STEIN EVAN A. (Last) (First) (Middle)  C/O XENON PHARMACEUTICALS INC., Â 200 - 3650 GILMORE WAY (Street)  BURNABY, Â A1 Â V5G 4W8 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/04/2014	3. Issuer Name and Ticker or Trading Symbol Xenon Pharmaceuticals Inc. [XENE]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Preferred Shares	Â (1)	Â (2)	Common Shares	967 (3)	\$ 0	I	See Footnote (4)
Series E Preferred Shares	Â (5)	Â (2)	Common Shares	1,038,964 (3)	\$ 0	I	See Footnote (6)
Stock Option (Right to Buy)	Â (7)	06/29/2016	Common Shares	4,115 (3)	\$ 3.35 (8)	D	Â
Stock Option (Right to Buy)	Â (9)	12/31/2016	Common Shares	1,028 (3)	\$ 3.21 (8)	D	Â
Stock Option (Right to Buy)	Â (10)	12/31/2017	Common Shares	1,028 (3)	\$ 3.77 (8)	D	Â
Stock Option (Right to Buy)	Â (10)	12/31/2018	Common Shares	1,028 (3)	\$ 3.07 (8)	D	Â
Stock Option (Right to Buy)	Â (11)	12/31/2021	Common Shares	1,028 (3)	\$ 3.67 (8)	D	Â
Stock Option (Right to Buy)	Â (12)	12/31/2022	Common Shares	1,028 (3)	\$ 2.68 (13)	D	Â
Stock Option (Right to Buy)	Â (14)	01/13/2024	Common Shares	1,028 (3)	\$ 9.85 (15)	D	Â

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

STEIN EVAN A.  
C/O XENON PHARMACEUTICALS INC.  
200 - 3650 GILMORE WAY  
BURNABY, Â A1Â V5G 4W8

Â X Â Â Â

## Signatures

/s/ Barbara Mery, Attorney-in-fact for Evan A. Stein

11/04/2014

\*\*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) Reflects the automatic conversion of each share of Series B Preferred Shares into one share of Common Shares to occur upon the closing of the Issuer's initial public offering.
- (2) Each share has no expiration date.
- (3) Reflects a 1-for-4.86 reverse stock split of the Issuer's outstanding shares effected October 1, 2014 (the "Reverse Stock Split").

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- (4) These shares are held by the Stein Family LLC, for which the Reporting Person serves as the managing member.
- (5) Reflects the automatic conversion of each share of Series E Preferred Shares into 1.2 shares of Common Shares to occur upon the closing of the Issuer's initial public offering.
- These shares are held by Lipoterx, Ltd. ("Lipoterx"). Lipoterx Holdings, LLC, the general partner of Lipoterx, has sole voting and investment power with respect to the shares held by Lipoterx. The Reporting Person, the managing partner of Lipoterx Holdings, LLC has sole voting and investment power with respect to the shares held by Lipoterx.
- (7) The shares subject to the option fully vested on June 30, 2008.
- The exercise price was converted from \$3.74 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- (8) The shares subject to the option fully vested on January 1, 2010.
- (9) The shares subject to the option fully vested on January 1, 2011.
- 1/3 of the shares subject to the Option vested on January 1, 2013 (the "2012 Vesting Commencement Date") and thereafter the remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the 2012 Vesting Commencement Date over the following 2 years.
- (11) 1/3 of the shares subject to the Option vested on January 1, 2014 (the "2013 Vesting Commencement Date") and thereafter the remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the 2013 Vesting Commencement Date over the following 2 years.
- (12) The exercise price was converted from \$2.67 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- 1/3 of the shares subject to the Option vest on January 1, 2015 (the "2014 Vesting Commencement Date") and thereafter the remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the 2014 Vesting Commencement Date over the following 2 years.
- (14) The exercise price was converted from \$10.78 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- (15)

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.