

Xenon Pharmaceuticals Inc.  
Form 4  
August 20, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDBERG Y. PAUL**

(Last) (First) (Middle)

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

(Street)

BURNABY, A1 V5G 4W8

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/18/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP of Clinical Development

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code V  | Amount  |  |                                   |
| Common Shares                   | 08/18/2015                           |  | M                              | 1,028   | A 4.81<br>(1)   | 5,348  | D                                 |
| Common Shares                   | 08/18/2015                           |  | F                              | 434   | D \$ 11<br>(2)  | 4,914  | D                                 |
| Common Shares                   | 08/18/2015                           |  | M                              | 2,057   | A \$ 4.98<br>(1)  | 6,971  | D                                 |
| Common Shares                   | 08/18/2015                           |  | F                              | 868   | D \$ 11<br>(2)  | 6,103  | D                                 |

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

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(9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 4.81 <sup>(1)</sup>                                 | 08/18/2015                           |  | M                              | 1,028   | <sup>(3)</sup> 08/24/2015                                | Common Shares   | 1,028                         |
| Stock Option (Right to Buy)                | \$ 4.98 <sup>(1)</sup>                                 | 08/18/2015                           |  | M                              | 2,057   | <sup>(4)</sup> 08/24/2015                                | Common Shares   | 2,057                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| GOLDBERG Y. PAUL<br>C/O XENON PHARMACEUTICALS INC<br>200 - 3650 GILMORE WAY<br>BURNABY, A1 V5G 4W8 |               |           | VP of Clinical Development |       |

## Signatures

/s/ Sonia Graham, 08/20/2015  
Attorney-in-fact

\*\*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 exercise price was converted from \$6.07 CAD using the closing rate of exchange on 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 day of exercise.
- (2) Represents the closing price of the Company's common shares on August 17, 2015, converted to a Canadian dollar amount for purposes of net settlement calculations.
- (3) The shares subject to the option fully vested on October 1, 2008.
- (4) The shares subject to the option fully vested on January 1, 2009.

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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