

Xenon Pharmaceuticals Inc.  
 Form 4  
 September 24, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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)

09/22/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |   |
| Common Shares                   | 09/22/2015                           |  | M                              |   | 411   | \$ 5.22<br>(1)   | D   |
| Common Shares                   | 09/22/2015                           |  | F                              |   | 198   | \$ 9.53<br>(2)   | D   |
| Common Shares                   | 09/22/2015                           |  | M                              |   | 2,057   | \$ 3.21<br>(3)   | D   |
| Common Shares                   | 09/22/2015                           |  | F                              |   | 610   | \$ 9.53<br>(2)   | D   |
| Common Shares                   | 09/22/2015                           |  | M                              |   | 1,028   | \$ 3.77<br>(3)   | D   |

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|               |            |   |        |   |                            |        |   |
|---------------|------------|---|--------|---|----------------------------|--------|---|
| Common Shares | 09/22/2015 | F | 305    | D | <u>\$ 9.53</u><br>(2)      | 8,486  | D |
| Common Shares | 09/22/2015 | M | 5,144  | A | <u>\$ 3.07</u><br>(3)      | 13,630 | D |
| Common Shares | 09/22/2015 | F | 1,525  | D | <u>\$ 9.53</u><br>(2)      | 12,105 | D |
| Common Shares | 09/22/2015 | M | 6,172  | A | <u>\$ 3.56</u><br>(3)      | 18,277 | D |
| Common Shares | 09/22/2015 | F | 1,829  | D | <u>\$ 9.53</u><br>(2)      | 16,448 | D |
| Common Shares | 09/22/2015 | M | 3,703  | A | <u>\$ 3.52</u><br>(3)      | 20,151 | D |
| Common Shares | 09/22/2015 | F | 1,098  | D | <u>\$ 9.53</u><br>(2)      | 19,053 | D |
| Common Shares | 09/22/2015 | M | 3,115  | A | <u>\$ 3.73</u><br>(3)      | 22,168 | D |
| Common Shares | 09/22/2015 | F | 923    | D | <u>\$ 9.53</u><br>(2)      | 21,245 | D |
| Common Shares | 09/22/2015 | M | 7,973  | A | <u>\$ 2.68</u><br>(4)      | 29,218 | D |
| Common Shares | 09/22/2015 | F | 1,687  | D | <u>\$ 9.53</u><br>(2)      | 27,531 | D |
| Common Shares | 09/22/2015 | M | 785    | A | <u>\$ 2.68</u><br>(4)      | 28,316 | D |
| Common Shares | 09/22/2015 | F | 167    | D | <u>\$ 9.53</u><br>(2)      | 28,149 | D |
| Common Shares | 09/22/2015 | S | 6,149  | D | \$<br><u>9.3323</u><br>(5) | 22,000 | D |
| Common Shares | 09/23/2015 | S | 4,000  | D | <u>\$ 9.02</u><br>(6)      | 18,000 | D |
| Common Shares | 09/24/2015 | S | 12,000 | D | <u>\$ 8.6</u><br>(7)       | 6,000  | D |

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

**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.**

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(9-02)

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

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| 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. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 5.22 <sup>(1)</sup>                                 | 09/22/2015                           |  | M                              | 411   | <sup>(8)</sup>   | 12/31/2015  | Common Shares   | 411                        |
| Stock Option (Right to Buy)                | \$ 3.21 <sup>(3)</sup>                                 | 09/22/2015                           |  | M                              | 2,057   | <sup>(9)</sup>   | 12/31/2016  | Common Shares   | 2,057                      |
| Stock Option (Right to Buy)                | \$ 3.77 <sup>(3)</sup>                                 | 09/22/2015                           |  | M                              | 1,028   | <sup>(10)</sup>  | 12/31/2017  | Common Shares   | 1,028                      |
| Stock Option (Right to Buy)                | \$ 3.07 <sup>(3)</sup>                                 | 09/22/2015                           |  | M                              | 5,144   | <sup>(11)</sup>  | 12/31/2018  | Common Shares   | 5,144                      |
| Stock Option (Right to Buy)                | \$ 3.56 <sup>(3)</sup>                                 | 09/22/2015                           |  | M                              | 6,172   | <sup>(12)</sup>  | 12/31/2019  | Common Shares   | 6,172                      |
| Stock Option (Right to Buy)                | \$ 3.52 <sup>(3)</sup>                                 | 09/22/2015                           |  | M                              | 3,703   | <sup>(13)</sup>  | 07/01/2020  | Common Shares   | 3,703                      |
| Stock Option (Right to Buy)                | \$ 3.73 <sup>(3)</sup>                                 | 09/22/2015                           |  | M                              | 3,115   | <sup>(14)</sup>  | 12/01/2020  | Common Shares   | 3,115                      |
| Stock Option (Right to Buy)                | \$ 2.68 <sup>(4)</sup>                                 | 09/22/2015                           |  | M                              | 7,973   | <sup>(15)</sup>  | 12/31/2022  | Common Shares   | 7,973                      |
| Stock Option                               | \$ 2.68 <sup>(4)</sup>                                 | 09/22/2015                           |  | M                              | 785   | <sup>(16)</sup>  | 12/31/2022  | Common Shares   | 785                        |

(Right to  
Buy)

## 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,  
Attorney-in-fact

09/24/2015

\_\_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) 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 September 21, 2015, converted to a Canadian dollar amount for purposes of net settlement calculations.
- (3) The exercise price was converted from \$3.74 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.
- (4) The exercise price was converted from \$2.67 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.
- (5) The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$9.15 to \$9.53, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (6) The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$9.00 to \$9.15, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (7) The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$8.50 to \$8.715, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (8) The shares subject to the option fully vested on December 31, 2009.
- (9) The shares subject to the option fully vested on December 31, 2010.
- (10) The shares subject to the option fully vested on December 31, 2011.
- (11) The shares subject to the option fully vested on December 31, 2012.
- (12) The shares subject to the option fully vested on December 31, 2013.
- (13) The shares subject to the option fully vested on June 30, 2014.

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- (14) The shares subject to the option fully vested on November 30, 2014.
- (15) 25% of the shares subject to the Option vested on the one year anniversary of January 1, 2013 (the "Vesting Commencement Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the Vesting Commencement Date.  
One-third of the shares subject to the Option vested on January 1, 2013 (the "Vesting Commencement Date") and the remaining
- (16) two-thirds of the shares subject to the Option vest in equal monthly installments on each monthly anniversary of the Vesting Commencement Date over the following four years.

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.