

Xenon Pharmaceuticals Inc.  
Form 4  
May 04, 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 \*  
STEIN EVAN A.

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O XENON  
PHARMACEUTICALS INC., 200 -  
3650 GILMORE WAY  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/30/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

BURNABY, A1 V5G 4W8

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

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

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares	04/30/2015		J <sup>(1)</sup>	1,038,964	D	\$ 0 0	I See Footnote (2)
Common Shares	04/30/2015		J <sup>(3)</sup>	909,619	A	\$ 0 910,586	I See Footnote (4)
Common Shares	04/30/2015		J <sup>(5)</sup>	4,172	A	\$ 0 4,172	I See Footnote (6)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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, A1 V5G 4W8		X		

## Signatures

/s/ Sonia Graham, 05/04/2015  
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) In kind pro-rata distribution from Lipoterx, Ltd. to its partners, without consideration.  
These shares were held by Lipoterx, Ltd. Lipoterx Holdings, LLC ("Lipoterx Holdings"), the general partner of Lipoterx, Ltd., had sole voting and investment power with respect to the shares held by Lipoterx, Ltd. The Reporting Person, the managing partner of Lipoterx Holdings, had sole voting and investment power with respect to the shares held by Lipoterx, Ltd.
- (2) Acquisition by the Stein Family LLC, pursuant to an in kind pro-rata distribution by Lipoterx, Ltd. to its partners, without consideration.
- (3) These shares are held by the Stein Family LLC, for which the Reporting Person serves as the managing member.
- (4) Acquisition by Lipoterx Holdings, pursuant to an in kind pro-rata distribution by Lipoterx, Ltd. to its partners, without consideration.

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- (6) These shares are held by Lipotex Holdings. The Reporting Person, the managing partner of Lipotex Holdings has sole voting and investment power with respect to the shares held.

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.