

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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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.

(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)

04/30/2015

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares | 04/30/2015 | | J ⁽¹⁾ | 1,038,964 D | \$ 0 0 | I | See Footnote (2) |
| Common Shares | 04/30/2015 | | J ⁽³⁾ | 909,619 A | \$ 0 910,586 | I | See Footnote (4) |
| Common Shares | 04/30/2015 | | J ⁽⁵⁾ | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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.
 - (3) Acquisition by the Stein Family LLC, pursuant to an in kind pro-rata distribution by Lipoterx, Ltd. to its partners, without consideration.
 - (4) These shares are held by the Stein Family LLC, for which the Reporting Person serves as the managing member.
 - (5) 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.