

STAFFORD JOHN S III

Form 4

July 12, 2018

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STAFFORD JOHN S III

(Last) (First) (Middle)

350 N. ORLEANS STREET, SUITE
2N

(Street)

CHICAGO, IL 60654-1975

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Xencor Inc [XNCR]

3. Date of Earliest Transaction
(Month/Day/Year)
06/27/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 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 Stock	06/27/2018		G ⁽¹⁾	V 7,500 D \$ 0 ⁽¹⁾	0	D	
Common Stock	06/27/2018		G ⁽¹⁾	V 7,500 A \$ 0 ⁽¹⁾	5,268,848	I	By Ronin Capital, LLC
Common Stock	07/10/2018		S	50,293 D \$ 39.89 ⁽²⁾	5,218,555	I	By Ronin Capital, LLC
Common Stock	07/11/2018		S	30,007 D \$ 39.63 ⁽³⁾	5,188,548	I	By Ronin Capital, LLC

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Common Stock	07/12/2018	S	58,000	D	\$ 39.55 (4)	5,130,548	I	By Ronin Capital, LLC
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
STAFFORD JOHN S III 350 N. ORLEANS STREET SUITE 2N CHICAGO, IL 60654-1975	X
Ronin Capital, LLC 350 N. ORLEANS STREET SUITE 2N CHICAGO, IL 60654-1975	X

Signatures

/s/ John S. Stafford, III	07/12/2018
<u> </u> **Signature of Reporting Person	Date
/s/ Agnes Burda, authorized signatory	07/12/2018

__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) On June 27, 2018, the reporting person transferred 7,500 shares of common stock for no consideration to his class C capital account at Ronin Capital, LLC.
- This transaction was executed in multiple trades at prices ranging from \$39.59 to \$40.14. The price reported above reflects the average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (2) This transaction was executed in multiple trades at prices ranging from \$39.44 to \$39.79. The price reported above reflects the average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (3) This transaction was executed in multiple trades at prices ranging from \$39.38 to \$39.80. The price reported above reflects the average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (4)

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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