Xenon Pharmaceuticals Inc. Form 3 November 04, 2014 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB APPROVAL** FORM 3 Washington, D.C. 20549

INITIAL STATEMENT OF 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

| Number: | 3235-0104 | | | | | |
|------------------------------------|---------------------|--|--|--|--|--|
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| response | . 0.5 | | | | | |

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Form filed by More than One

Person

Reporting Person

(Print or Type Responses)

| 1. Name and Address of Reporting Person <u>*</u> GOLDBERG Y. PAUL | 2. Date of Event RequiringStatement(Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol Xenon Pharmaceuticals Inc. [XENE] | | | |
|---|---|---|---|--|--|
| (Last) (First) (Middle) | 11/04/2014 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| C/O XENON PHARMACEUTICALS | | (Check all applicable) | | | |
| INC., 200 - 3650 GILMORE WAY | | Director10% Owner XOfficerOther Other | | | |
| (Street) | | (give title below) (specify below) | 6 Individual or Joint/Group | | |

VP of Clinical Development

SEC 1473 (7-02)

(Street)

BURNABY, A1Â V5G 4W8

| (City) | (State) | (Zip) | Table I - Non-Derivat | tive Securiti | ies Beneficially Owned |
|--------------------------------|---------|-------|---|--|---|
| 1.Title of Secur (Instr. 4) | ity | | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
| Common Sha | ares | | 4,320 <u>(1)</u> | D | Â |

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Date Exercisable and | 3. Title and Amount of | 4. | 5. | 6. Nature of Indirect |
|------------------------|-------------------------|------------------------|-------------|-----------|-----------------------|
| Security | Expiration Date | Securities Underlying | Conversion | Ownership | Beneficial |
| (Instr. 4) | (Month/Day/Year) | Derivative Security | or Exercise | Form of | Ownership |

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------|---------------------|-----------------------|---------------------|----------------------------------|------------------------------------|---|------------|
| Stock Option (Right to Buy) | (2) | 03/31/2015 <u>(3)</u> | Common Shares | 1,028 (1) | \$ 4.81 (4) | D | Â |
| Stock Option (Right to Buy) | (5) | 03/31/2015(24) | Common Shares | 2,057 <u>(1)</u> | \$ 4.98 <u>(4)</u> | D | Â |
| Stock Option (Right to Buy) | (6) | 12/31/2015 | Common Shares | 411 <u>(1)</u> | \$ 5.22 <u>(4)</u> | D | Â |
| Stock Option (Right to Buy) | (7) | 12/31/2016 | Common Shares | 2,057 (1) | \$ 3.21 (8) | D | Â |
| Stock Option (Right to Buy) | (9) | 12/31/2017 | Common Shares | 1,028 (1) | \$ 3.77 (<u>8)</u> | D | Â |
| Stock Option (Right to Buy) | (10) | 12/31/2018 | Common Shares | 5,144 <u>(1)</u> | \$ 3.07 <u>(8)</u> | D | Â |
| Stock Option (Right to Buy) | (11) | 12/31/2019 | Common Shares | 6,172 <u>(1)</u> | \$ 3.56 <u>(8)</u> | D | Â |
| Stock Option (Right to Buy) | (12) | 07/01/2020 | Common Shares | 3,703 <u>(1)</u> | \$ 3.52 <u>(8)</u> | D | Â |
| Stock Option (Right to Buy) | (13) | 12/01/2020 | Common Shares | 4,115 <u>(1)</u> | \$ 3.72 <u>(8)</u> | D | Â |
| Stock Option (Right to Buy) | (14) | 12/31/2020 | Common Shares | 24,691 <u>(1)</u> | \$ 3.76 <u>(8)</u> | D | Â |
| Stock Option (Right to Buy) | (15) | 12/31/2020 | Common Shares | 8,230 <u>(1)</u> | \$ 3.76 <u>(8)</u> | D | Â |
| Stock Option (Right to Buy) | (16) | 12/31/2021 | Common Shares | 2,057 <u>(1)</u> | \$ 3.67 <u>(8)</u> | D | Â |
| Stock Option (Right to Buy) | (17) | 12/31/2021 | Common Shares | 2,057 <u>(1)</u> | \$ 3.67 <u>(8)</u> | D | Â |
| Stock Option (Right to Buy) | (18) | 12/31/2022 | Common Shares | 12,345 <u>(1)</u> | \$ 2.68 <u>(19)</u> | D | Â |
| Stock Option (Right to Buy) | (20) | 12/31/2022 | Common Shares | 1,028 (1) | \$ 2.68 <u>(19)</u> | D | Â |
| Stock Option (Right to Buy) | (21) | 01/13/2024 | Common Shares | 1,234 <u>(1)</u> | \$ 9.85 <u>(22)</u> | D | Â |
| Stock Option (Right to Buy) | (23) | 01/13/2024 | Common Shares | 7,201 <u>(1)</u> | \$ 9.85 <u>(22)</u> | D | Â |
| | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | |
|---|--|---------------|----------------------------|-------|--|--|--|
| | | 10% Owner | Officer | Other | | | |
| GOLDBERG Y. PAUL C/O XENON PHARMACEUTICALS INC. 200 - 3650 GILMORE WAY BURNABY, A1 V5G 4W8 | Â | Â | VP of Clinical Development | Â | | | |
| Signatures | | | | | | | |
| /s/ Barbara Mery, Attorney-in-fact for Y. Paul Goldberg 11/04/2014 | | | | | | | |
| **Signature of Reporting Person | Date | | | | | | |
| Explanation of Responses: | | | | | | | |
| * If the form is filed by more than one reporting per | If the form is filed by more than one reporting person, <i>see</i> Instruction $5(b)(v)$. | | | | | | |

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects a 1-for-4.86 reverse stock split of the Issuer's outstanding shares effected October 1, 2014 (the "Reverse Stock Split).
- (2) The shares subject to the option fully vested on October 1, 2008.

(3) The shares subject to this option were due to expire on September 30, 2014. Pursuant to the Issuer's Amended and Restated Stock
(3) Option Plan, the expiration date of this option has been extended until five business days following the expiration of the Lock-up Agreement entered into in connection with the Issuer's initial public offering. The Lock-up Agreement will expire 180 days after the date of the final prospectus related to the initial public offering, or March 31, 2015.

The exercise price was converted from \$6.07 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after(4) giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.

- (5) The shares subject to the option fully vested on January 1, 2009.
- (6) The shares subject to the option fully vested on January 1, 2010.
- (7) The shares subject to the option fully vested on January 1, 2011.
- The exercise price was converted from \$3.74 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- (9) The shares subject to the option fully vested on January 1, 2012.
- (10) The shares subject to the option fully vested on January 1, 2013.
- (11) The shares subject to the option fully vested on January 1, 2014.

1/3 of the shares subject to the Option vested on July 2, 2010 (the "July 2010 Vesting Commencement Date") and thereafter the(12) remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the July 2010 Vesting Commencement Date over the following 4 years.

1/3 of the shares subject to the Option vested on December 2, 2010 (the "December 2010 Vesting Commencement Date") and thereafter(13) the remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the December 2010 Vesting Commencement Date over the following 4 years.

25% of the shares subject to the Option vested on the one year anniversary of January 1, 2011 (the "First 2011 Vesting Commencement (14) Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the First 2011 Vesting

Commencement Date.

1/3 of the shares subject to the Option vested on January 1, 2011 (the "Second 2011 Vesting Commencement Date") and thereafter the(15) remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the Second 2011 Vesting Commencement Date over the following 4 years.

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1/3 of the shares subject to the Option vested on January 1, 2012 (the "First 2012 Vesting Commencement Date") and thereafter the(16) remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the First 2012 Vesting Commencement Date over the following 4 years.

25% of the shares subject to the Option vested on the one year anniversary of January 1, 2012 (the "Second 2012 Vesting

(17) Commencement Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the Second 2012 Vesting Commencement Date.

25% of the shares subject to the Option vested on the one year anniversary of January 1, 2013 (the "First 2013 Vesting Commencement (18) Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the First 2013 Vesting Commencement Date.

The exercise price was converted from \$2.67 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after(19) giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.

1/3 of the shares subject to the Option vested on January 1, 2013 (the "Second 2013 Vesting Commencement Date") and thereafter the(20) remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the Second 2013 Vesting Commencement Date over the following 4 years.

1/3 of the shares subject to the Option vested on January 14, 2014 (the "First 2014 Vesting Commencement Date") and thereafter the

(21) remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the First 2014 Vesting Commencement Date over the following 4 years.

The exercise price was converted from \$10.78 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after(22) giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.

25% of the shares subject to the Option will vest on the one year anniversary of January 14, 2014 (the "Second 2014 Vesting

(23) Commencement Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the Second 2014 Vesting Commencement Date.

The shares subject to this option were due to expire on January 10, 2014. Pursuant to the Issuer's Amended and Restated Stock Option Plan, the expiration date of this option has been extended until five business days following the expiration of the Lock-up Agreement

(24) If fail, the explicitly date of this option has been extended until five busiless days following the explication of the lock-up Agreement will expire 180 days after the date of the final prospectus related to the initial public offering, or March 31, 2015.

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.