

Xencor Inc  
Form 8-K  
February 25, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 24, 2015**

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**XENCOR, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**001-36182**  
(Commission File No.)

**20-1622502**  
(IRS Employer Identification No.)

**111 West Lemon Avenue**

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Monrovia, California 91016

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(626) 305-5900**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry Into a Material Definitive Agreement.**

On February 24, 2015, we entered into an underwriting agreement (the *Underwriting Agreement*) with Leerink Partners LLC, as representative of the several underwriters named therein (the *Underwriters*), relating to the issuance and sale of 7,500,000 shares of our common stock, par value \$0.01 per share. The price to the public in this offering was \$14.25 per share. The net proceeds to us from the sale of 7,500,000 shares in this offering are expected to be approximately \$100.0 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by us. The offering is scheduled to close on or about March 2, 2015, subject to customary closing conditions. In addition, under the terms of the *Underwriting Agreement*, we granted the *Underwriters* an option, exercisable for 30 days, to purchase up to 1,125,000 additional shares of common stock.

The *Underwriting Agreement* contains customary representations, warranties and agreements by us, customary conditions to closing, indemnification obligations of Xencor, Inc. and the *Underwriters*, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the *Underwriting Agreement* were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties.

The offering was made pursuant to our effective registration statement on Form S-3 (Registration Statement No. 333-201384) previously filed with the Securities and Exchange Commission (SEC) and a related prospectus supplement and accompanying prospectus. The *Underwriting Agreement* is filed as Exhibit 1.1 to this report and the foregoing description of the terms of the *Underwriting Agreement* is qualified in its entirety by reference to such exhibit. A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares in the offering is attached as Exhibit 5.1 hereto.

On February 23, 2015, we issued a press release announcing that we had commenced the offering. On February 25, 2015, we issued a press release announcing that we had priced the offering. Copies of these press releases are attached as Exhibits 99.1 and 99.2 hereto, respectively.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated February 24, 2015.
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
99.1	Press release, dated February 23, 2015.
99.2	Press release, dated February 25, 2015.

**Forward-Looking Statements**

Certain statements contained in this report, other than statements of fact that are independently verifiable at the date hereof, may constitute forward-looking information and forward-looking statements (collectively "forward-looking statements" within the meaning of applicable securities laws). Such statements, based as they are on the current expectations of management of Xencor and upon what management believes to be reasonable assumptions based on information currently available to it, inherently involve numerous risks and uncertainties, known and unknown, many of which are beyond Xencor's control. Such statements can usually be identified by the use of words such as "may", "would", "believe", "intend", "plan", "anticipate", "estimate", "expected" and other similar terminology, or state that certain actions, events or results "may" or "will" be taken, occur or be achieved. Forward-looking statements in this report include, but are not limited to, statements related to Xencor's expectations regarding the completion, timing and size of its public offering of common stock, and the expected net proceeds from the offering.

Whether actual results and developments will conform with our expectations and predictions is subject to a number of risks, assumptions and uncertainties, many of which are beyond our control, and the effects of which can be difficult to predict. These risks include those associated with market risks and uncertainties and the satisfaction of customary closing conditions for an offering of securities, as well as those inherent in drug development, whether Xencor will be able to obtain financing when needed or on favorable terms, and other risks described in Xencor's filings with the SEC. In evaluating any forward-looking statements in this report, Xencor cautions readers not to place undue reliance on any forward-looking statements. Unless otherwise required by applicable securities laws, Xencor does not intend, nor does it undertake any obligation, to update or revise any forward-looking statements contained in this report to reflect subsequent information, events, results or circumstances or otherwise.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 25, 2015

**XENCOR, INC.**

By:

/s/ Lloyd A. Rowland  
Lloyd A. Rowland  
Senior Vice President and General Counsel

**EXHIBIT INDEX**

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