

Xencor Inc
 Form 4/A
 April 22, 2014

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 *
Kuch John J

(Last) (First) (Middle)
C/O XENCOR, INC., 111 WEST LEMON AVENUE
 (Street)

MONROVIA, CA 91016

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2013

4. If Amendment, Date Original Filed (Month/Day/Year)
12/20/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President, Finance

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	12/19/2013		M		7 ⁽¹⁾ \$ 0.59	A	D
Common Stock	12/19/2013		M		23 ⁽¹⁾ \$ 0.59	A	D
Common Stock	12/19/2013		M		2,470 ⁽¹⁾ \$ 0.59	A	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 0.59	12/19/2013		M	7 ⁽¹⁾	⁽²⁾	12/31/2013 ⁽¹⁾	Common Stock	7
Stock Option (Right to Buy)	\$ 0.59	12/19/2013		M	23 ⁽¹⁾	⁽²⁾	12/31/2013 ⁽¹⁾	Common Stock	23
Stock Option (Right to Buy)	\$ 0.59	12/19/2013		M	2,470 ⁽¹⁾	⁽²⁾	06/08/2015 ⁽¹⁾	Common Stock	13,120

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kuch John J C/O XENCOR, INC. 111 WEST LEMON AVENUE MONROVIA, CA 91016			Vice President, Finance	

Signatures

/s/ John J. Kuch 04/22/2014

**Signature of Date
Reporting Person

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)

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This Form 4 is being amended to clarify the option exercised on December 19, 2013 and to correct the expiration date of this stock option which was originally reported as July 27, 2020.

(2) The stock option is fully vested and exercisable.

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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