

Xenon Pharmaceuticals Inc.  
 Form 3  
 November 04, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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

(Print or Type Responses)

|  |         |                                      |  |  |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *                |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                            |  |
| Â Evans Johnston L                                       |         | (Month/Day/Year)                     | Xenon Pharmaceuticals Inc. [XENE]                                      |  |
| (Last)   | (First) | (Middle)                             | 11/04/2014   |  |
| C/O XENON PHARMACEUTICALS INC., Â 200 - 3650 GILMORE WAY |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   |         |                                      | (Check all applicable)   |  |
|  |         |                                      | <input checked="" type="checkbox"/> Director                           | <input type="checkbox"/> 10% Owner                   |
|  |         |                                      | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
|  |         |                                      | (give title below)   | (specify below)                                      |
| BURNABY, Â A1 Â V5G 4W8                                  |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
| (City)   | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

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

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|                           | Date Exercisable | Expiration Date | Title         | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |                  |
|---------------------------|------------------|-----------------|---------------|----------------------------|----------|---------------------------------------|------------------|
| Series E Preferred Shares | Â (1)            | Â (2)           | Common Shares | 444,655 (3)                | \$ 0     | I                                     | See Footnote (4) |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Evans Johnston L<br>C/O XENON PHARMACEUTICALS INC.<br>200 - 3650 GILMORE WAY<br>BURNABY, Â A1Â V5G 4W8 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Barbara Mery, Attorney-in-fact for Johnston L. Evans 11/04/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* 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 the automatic conversion of each share of Series E Preferred Shares into 1.2 shares of Common Shares to occur upon the closing of the Issuer's initial public offering.
- (2) Each share has no expiration date.
- (3) Reflects a 1-for-4.86 reverse stock split of the Issuer's outstanding shares effected October 1, 2014 (the "Reverse Stock Split").  
Consists of (i) 264,349 shares held by Chancellor V, L.P. ("Chancellor V"); (ii) 138,644 shares held by Chancellor V-A, L.P. ("Chancellor V-A"); and (iii) 41,662 shares held by Citiventure 2000, L.P. ("Citiventure"). Invesco Private Capital, Inc. is the managing member of IPC Direct Associates V, LLC, which is a Managing Director of each of Chancellor V, Chancellor V-A and Citiventure
- (4) (collectively referred to as the "Invesco Capital Entities"). Mr. Evans is the Head of Invesco Private Capital, Inc. and a member of the investment committee of IPC Direct Associates V, LLC. Accordingly, Mr. Evans shares voting and investment power of the shares held by the Invesco Capital Entities. Mr. Evans disclaims beneficial ownership of these shares except with respect to his pecuniary interest therein.

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.