

Xenon Pharmaceuticals Inc.  
 Form 4  
 August 20, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
**PIMSTONE SIMON N.**

2. Issuer Name and Ticker or Trading Symbol  
**Xenon Pharmaceuticals Inc. [XENE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O XENON  
 PHARMACEUTICALS INC, 200 -  
 3650 GILMORE WAY**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**08/18/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & CEO**

**BURNABY, A1 V5G 4W8**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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. 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 (A) or (D) Price \$			
Common Shares	08/18/2015		M	5,144 A 4.81 (1)	197,451	D	
Common Shares	08/18/2015		F	2,170 D \$ 11 (2)	195,281	D	
Common Shares	08/18/2015		M	15,432 A 4.98 (1)	210,713	D	
Common Shares	08/18/2015		F	6,508 D \$ 11 (2)	204,205	D	

Common Shares 16,460 I By spouse

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.81 <sup>(1)</sup>	08/18/2015		M	5,144	<sup>(3)</sup> 08/24/2015	Common Shares	5,144
Stock Option (Right to Buy)	\$ 4.98 <sup>(1)</sup>	08/18/2015		M	15,432	<sup>(4)</sup> 08/24/2015	Common Shares	15,432

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIMSTONE SIMON N. C/O XENON PHARMACEUTICALS INC 200 - 3650 GILMORE WAY BURNABY, A1 V5G 4W8	X		President & CEO	

## Signatures

/s/ Sonia Graham, Attorney-in-fact 08/20/2015

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) The exercise price was converted from \$6.07 CAD using the closing rate of exchange on the Bank of Canada on the date of grant. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the day of exercise.
- (2) Represents the closing price of the Company's common shares on August 17, 2015, converted to a Canadian dollar amount for purposes of net settlement calculations.
- (3) The shares subject to the option fully vested on October 1, 2008.
- (4) The shares subject to the option fully vested on January 11, 2009.

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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