

Xenon Pharmaceuticals Inc.  
Form 4  
March 15, 2017

**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 \*  
Hayden Michael R

(Last) (First) (Middle)

C/O XENON  
PHARMACEUTICALS INC, 200 -  
3650 GILMORE WAY

(Street)

BURNABY, A1 V5G 4W8

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/14/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Shares                   | 03/14/2017                           |  | M                              |   | 18,004  | A  | \$ 3.7<br>(1)   |
|                                 |                                      |  |                                |   |   |  | 115,323   |
| Common Shares                   | 03/14/2017                           |  | M                              |   | 25,720  | A  | \$ 3.76<br>(1)  |
|                                 |                                      |  |                                |   |   |  | 141,043   |
| Common Shares                   | 03/14/2017                           |  | M                              |   | 5,144   | A  | \$ 3.67<br>(1)  |
|                                 |                                      |  |                                |   |   |  | 146,187   |
| Common Shares                   | 03/14/2017                           |  | M                              |   | 4,115   | A  | \$ 3.77   |
|                                 |                                      |  |                                |   |   |  | 22,633  |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | By Genworks   |

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|               |            |  |   |       |            |                  |        |   |                             |
|---------------|------------|--|---|-------|------------|------------------|--------|---|-----------------------------|
|               |            |  |   |       | <u>(1)</u> |                  |        |   | Inc. <u>(7)</u>             |
| Common Shares | 03/14/2017 |  | M | 4,629 | A          | \$<br><u>(1)</u> | 27,262 | I | By Genworks Inc. <u>(7)</u> |
| Common Shares | 03/14/2017 |  | M | 3,086 | A          | \$<br><u>(1)</u> | 30,348 | I | By Genworks Inc. <u>(7)</u> |
| Common Shares |            |  |   |       |            |                  | 75,886 | I | By wife                     |

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

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(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)                | \$ 3.7 <u>(1)</u>                                      | 03/14/2017                           |  | M                              | 18,004  | <u>(2)</u> 06/26/2018                                    | Common Shares   | 18,004                        |
| Stock Option (Right to Buy)                | \$ 3.76 <u>(1)</u>                                     | 03/14/2017                           |  | M                              | 25,720  | <u>(3)</u> 12/31/2020                                    | Common Shares   | 25,720                        |
| Stock Option (Right to Buy)                | \$ 3.67 <u>(1)</u>                                     | 03/14/2017                           |  | M                              | 5,144   | <u>(4)</u> 12/31/2021                                    | Common Shares   | 5,144                         |
| Stock Option (Right to Buy)                | \$ 3.77 <u>(1)</u>                                     | 03/14/2017                           |  | M                              | 4,115   | <u>(5)</u> 12/31/2017                                    | Common Shares   | 4,115                         |
|  | \$ 3.07 <u>(1)</u>                                     | 03/14/2017                           |  | M                              | 4,629   | <u>(6)</u> 12/31/2018                                    |   | 4,629                         |

|                                      |                        |            |  |   |       |                |            |                  |       |
|--------------------------------------|------------------------|------------|--|---|-------|----------------|------------|------------------|-------|
| Stock<br>Option<br>(Right to<br>Buy) |                        |            |  |   |       |                |            | Common<br>Shares |       |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 3.56 <sup>(1)</sup> | 03/14/2017 |  | M | 3,086 | <sup>(3)</sup> | 12/31/2019 | Common<br>Shares | 3,086 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Hayden Michael R<br>C/O XENON PHARMACEUTICALS INC<br>200 - 3650 GILMORE WAY<br>BURNABY, A1 V5G 4W8 |               | X         |         |       |

## Signatures

/s/ Joanne Smartt, 03/15/2017  
Attorney-in-fact

    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 \$3.74 CAD using the closing rate of exchange of 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 date of exercise.
- (2) The shares subject to the option fully vested on May 31, 2011.
- (3) The shares subject to the option fully vested on December 31, 2013.
- (4) The shares subject to the option fully vested on December 31, 2014.
- (5) The shares subject to the option fully vested on December 31, 2011.
- (6) The shares subject to the option fully vested on December 31, 2012.
- (7) Michael Hayden is the president and principal beneficial shareholder of Genworks Inc.

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.