

Xencor Inc  
Form 8-K  
March 06, 2017

**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 28, 2017**

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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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02** **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On February 28, 2017, Bruce L.A. Carter, Ph.D., provided notice to the board of directors (the Board) of Xencor, Inc. (the Company) of his intent not to stand for reelection to the Board at the Company's 2017 Annual Meeting of Stockholders. Dr. Carter's intent not to stand for reelection to the Board is not the result of a disagreement with the Company on any matter relating to the Company's operations, policies or practices.

On March 6, 2017, the Company issued a press release announcing Dr. Carter's notice of his intent not to stand for reelection to the Board, a copy of which is attached hereto as Exhibit 99.1.

**Item 9.01** **Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Xencor, Inc. dated March 6, 2017.

**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: March 6, 2017

**XENCOR, INC.**

By:

/s/ Bassil I. Dahiyat, Ph.D.  
Bassil I. Dahiyat, Ph.D.  
President and Chief Executive Officer

**INDEX TO EXHIBITS**

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