

Xencor Inc  
 Form 4  
 February 01, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Foster Paul A

(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)  
 01/30/2017

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)  
 Chief Medical Officer

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 22.55	01/30/2017	A	85,000					(1)	01/29/2027	Common Stock	85,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foster Paul A C/O XENCOR, INC. 111 WEST LEMON AVENUE MONROVIA, CA 91016			Chief Medical Officer	

## Signatures

/s/ John J. Kuch, Attorney-in-Fact  
02/01/2017  
\*\*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).  
25% of the shares subject to the option shall vest on the one year anniversary of January 30, 2017 (the "Vesting Commencement Date"), (1) and 1/48th of the shares shall vest monthly thereafter, such that the option shall be fully vested and exercisable on the four year anniversary of the Vesting Commencement Date.
- 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. /TD>

Total

\$ 8,985,741

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(5)

The following table sets forth the incremental rental revenues and operating expenses for the year ended December 31, 2003 for the properties acquired during 2004 based on their respective historical operations of such properties for the periods prior to acquisition.

	<u>Acquisition Date</u>	<u>Rental Revenues</u>	<u>Operating Expenses</u>	<u>Revenues in Excess of Expenses</u>
Eastgate Distribution Center III	3/19/2004	\$ 1,777,697	\$ 386,335	\$ 1,391,362
Newpoint Place I	3/31/2004	1,571,163	286,356	1,284,807
Northwest and Riverport Centers	5/03/2004	1,873,127	358,068	1,515,059
BBR Properties	6/03/2004	4,749,630	1,753,700	2,995,930
Parkwest/Mid-South	6/08/2004 / 6/29/2004	5,875,881	745,450	5,130,431
Eagles Landing/South Creek	6/08/2004	2,857,319	625,757	2,231,562
Memphis TradeCenter	6/22/2004	1,086,750	499,438	587,312
Trade Pointe	9/28/2004	854,343	164,734	689,609
Interpark 70	9/30/2004	1,000,769	239,583	761,186
RN Portfolio	10/01/2004	22,311,074	6,680,384	15,630,690
Cypress	10/22/2004	1,708,351	388,855	1,319,496
		<u>                    </u>	<u>                    </u>	<u>                    </u>
Total		\$ 45,666,104	\$ 12,128,660	\$ 33,537,444
		<u>                    </u>	<u>                    </u>	<u>                    </u>

The properties acquired in 2004 were acquired with the net proceeds raised from the Company's public offering and with the assumption of debt.

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(6)

The following table sets forth the initial allocation of land and building and other costs based on the preliminary purchase price allocation for the 2004 property acquisitions. This table also reflects the estimated incremental depreciation and amortization for the 2004 property acquisitions using a 40 year life for building a 20 year life for land improvements and the life of the related lease for tenant improvements and for other intangible assets based on the preliminary purchase price allocation in accordance with SFAS No. 141.

	<u>Acquisition Date</u>	<u>Land</u>	<u>Building and Other Costs</u>	<u>Total Cost</u>	<u>Incremental Depreciation and Amortization</u>
Eastgate Distribution Center III	3/19/2004	\$ 1,445,321	\$ 13,351,343	\$ 14,796,664	\$ 663,169
Newpoint Place I	3/31/2004	2,143,152	12,908,143	15,051,295	628,861
Northwest Business Center and Riverport Commerce Center	5/03/2004	1,578,100	13,236,421	14,814,521	1,445,001
BBR Properties	6/03/2004	2,117,679	48,668,372	50,786,051	3,824,554
Parkwest/Mid-South	6/08/2004 / 6/29/2004	8,864,800	59,077,004	67,941,804	3,412,733
Eagles Landing/South Creek	6/08/2004	5,253,300	31,245,223	36,498,523	2,306,679
Memphis TradeCenter	6/22/2004	2,335,000	22,524,076	24,859,076	1,127,221
Trade Pointe III	9/28/2004	1,020,000	7,239,775	8,259,775	356,398
Interpark 70	9/30/2004	1,383,117	7,566,005	8,949,122	394,850
RN Portfolio	10/01/2004	39,512,385	198,963,568	238,475,953	26,811,084
Cypress	10/22/2004	2,627,100	13,054,660	15,681,760	1,596,457
<b>Total</b>		<b>\$ 68,279,954</b>	<b>\$ 427,834,590</b>	<b>\$ 496,114,544</b>	<b>\$ 42,567,007</b>

(7)

This amount represents the pro forma adjustment for the amortization of above and below market rents pursuant to SFAS 141.

(8)

For purposes of presenting pro forma weighted average shares outstanding, it has been assumed that the number of shares outstanding (56,725,737 shares), as of the date of latest acquisition, October 22, 2004, have been outstanding since January 1, 2003.

## DIVIDEND CAPITAL TRUST INC.

## Pro Forma Consolidated Statement of Operations

For the Six Months Ended June 30, 2004

(Unaudited)

	DCT Historical(1)	2004 Acquisitions	Other Pro Forma Adjustments	Pro Forma Consolidated
<b>REVENUE:</b>				
Rental revenue	\$ 9,088,315	\$ 21,979,859 (2)	\$ (624,446)(5)	\$ 30,443,728
Other income	240,676			240,676
<b>Total Income</b>	<b>9,328,991</b>	<b>21,979,859</b>	<b>(624,446)</b>	<b>30,684,404</b>
<b>EXPENSES:</b>				
Operating expenses	1,913,854	5,519,324 (2)		7,433,178
Depreciation & amortization	4,410,835	20,042,821 (3)		24,453,656
Interest expense	1,544,604	3,504,472 (4)		5,049,076
General and administrative expenses	784,400			784,400
<b>Total Operating Expenses</b>	<b>8,653,693</b>	<b>29,066,617</b>		<b>37,720,310</b>
<b>NET INCOME (LOSS)</b>	<b>\$ 675,298</b>	<b>\$ (7,086,758)</b>	<b>\$ (624,446)</b>	<b>\$ (7,035,906)</b>
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</b>				
Basic	23,062,383		33,663,354 (6)	56,725,737
Diluted	23,082,383		33,663,354 (6)	56,745,737
<b>NET INCOME (LOSS) PER COMMON SHARE</b>				
Basic and diluted	\$ 0.03			\$ (0.12)

The accompanying notes are an integral part of this pro forma consolidated financial statement.

## DIVIDEND CAPITAL TRUST INC.

## Notes to Pro Forma Consolidated Statement of Operations

For the Six Months Ended June 30, 2004

(Unaudited)

- (1) Reflects the historical consolidated statement of operations of the Company for the six months ended June 30, 2004. Please refer to the Dividend Capital Trust Inc.'s historical consolidated financial statements and notes thereto included in the Company's Quarterly Report on Form 10-Q for the three and six months ended June 30, 2004.
- (2) The following table sets forth the pro forma incremental rental revenues and operating expenses of the properties acquired during 2004 for the six months ended June 30, 2004 based on their respective historical operations of such properties for the period prior to acquisition.

	<u>Acquisition Date</u>	<u>Rental Revenues</u>	<u>Operating Expenses</u>	<u>Revenues in Excess of Expenses</u>
Eastgate Distribution Center III	3/19/2004	\$ 447,437	\$ 86,824	\$ 360,613
Newpoint Place I	3/31/2004	333,875	66,511	267,364
Northwest and Riverport Centers	5/03/2004	534,002	85,462	448,540
BBR Properties	6/03/2004	2,447,412	766,857	1,680,555
Parkwest/Mid-South	6/08/2004 / 6/29/2004	2,511,255	355,173	2,156,082
Eagles Landing/South Creek	6/08/2004	1,552,298	292,941	1,259,357
Memphis TradeCenter	6/22/2004	1,025,489	119,448	906,041
Trade Pointe III	9/28/2004	408,235	57,968	350,267
Interpark 70	9/30/2004	408,594	117,267	291,327
RN Portfolio	10/01/2004	11,460,202	3,348,292	8,111,910
Cypress	10/22/2004	851,060	222,581	628,479
<b>Total</b>		<b>\$ 21,979,859</b>	<b>\$ 5,519,324</b>	<b>\$ 16,460,535</b>

The properties acquired in 2004 were acquired with the net proceeds raised from the Company's public offerings and the assumption of mortgage debt.

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(3)

The following table sets forth the initial allocation of land and building and other costs based on the preliminary purchase price allocation for the 2004 property acquisitions. This table also reflects the estimated incremental depreciation and amortization for the 2004 property acquisitions using a 40 year life for building a 20 year life for land improvements and the life of the related lease for tenant improvements and for other intangible assets based on the preliminary purchase price allocation in accordance with SFAS No. 141.

	<u>Acquisition Date</u>	<u>Land</u>	<u>Building and Other Costs</u>	<u>Total Cost</u>	<u>Incremental Depreciation and Amortization</u>
Eastgate Distribution Center III	3/19/2004	\$ 1,445,321	\$ 13,351,343	\$ 14,796,664	\$ 165,792
Newpoint Place I	3/31/2004	2,143,152	12,908,143	15,051,295	157,215
Northwest Business Center and Riverport Commerce Center	5/03/2004	1,578,100	13,236,421	14,814,521	488,283
BBR Properties	6/03/2004	2,117,679	48,668,372	50,786,051	1,618,081
Parkwest/Mid-South	6/08/2004 / 6/29/2004	8,864,800	59,077,004	67,941,804	1,490,727
Eagles Landing/South Creek	6/08/2004	5,253,300	31,245,223	36,498,523	1,007,588
Memphis TradeCenter	6/22/2004	2,335,000	22,524,076	24,859,076	535,740
Trade Pointe III	9/28/2004	1,020,000	7,239,775	8,259,775	178,199
Interpark 70	9/30/2004	1,383,117	7,566,005	8,949,122	197,425
RN Portfolio	10/01/2004	39,512,385	198,963,568	238,475,953	13,405,542
Cypress	10/22/2004	2,627,100	13,054,660	15,681,760	798,229
<b>Total</b>		<b>\$ 68,279,954</b>	<b>\$ 427,834,590</b>	<b>\$ 496,114,544</b>	<b>\$ 20,042,821</b>

(4)

The following table sets forth the debt which has been assumed to have been outstanding as of January 1, 2004 and the incremental interest expense that has been included in the pro forma statement of operations.

<u>Amount</u>	<u>Note</u>	<u>Interest Rate</u>	<u>Incremental Interest Expense</u>
\$100,000,000	Senior secured revolving credit facility	Annual interest rate at LIBOR plus 1.125% to 1.500% or prime, at the election of Dividend Capital (approximately 4.75% as of September 30, 2004).	\$ 2,375,000
\$41,758,380	Assumed, secured, non-recourse debt	Annual interest rate varying from 6.4% to 7.2%.	\$ 1,438,587
\$2,652,349	Premium on assumed debt		\$ (309,115)
<b>Total</b>			<b>\$ 3,504,472</b>





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(5) This amount represents the pro forma adjustment for the amortization of above and below market rents pursuant to SFAS 141.

(6) For purposes of presenting pro forma weighted average shares outstanding, it has been assumed that the number of shares outstanding (56,725,737 shares) as of the latest acquisition, October 22, 2004, have been outstanding since January 1, 2003.

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[Item 9.01 Financial Statements and Exhibits.](#)

[SIGNATURES](#)

[REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)

[DIVIDEND CAPITAL TRUST INC. RN Portfolio Statements of Revenues and Certain Expenses](#)

[DIVIDEND CAPITAL TRUST INC. Notes to Statements of Revenues and Certain Expenses RN Portfolio \(Information for June 30, 2004 is Unaudited\)](#)

[DIVIDEND CAPITAL TRUST INC. Pro Forma Financial Information \(Unaudited\)](#)

[DIVIDEND CAPITAL TRUST INC. Pro Forma Consolidated Balance Sheet June 30, 2004 \(Unaudited\)](#)

[DIVIDEND CAPITAL TRUST INC. Notes to Pro Forma Consolidated Balance Sheet \(Unaudited\)](#)

[DIVIDEND CAPITAL TRUST INC. Pro Forma Consolidated Statement of Operations For the Year Ended December 31, 2003 \(Unaudited\)](#)

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[DIVIDEND CAPITAL TRUST INC. Pro Forma Consolidated Statement of Operations For the Six Months Ended June 30, 2004 \(Unaudited\)](#)

[DIVIDEND CAPITAL TRUST INC. Notes to Pro Forma Consolidated Statement of Operations For the Six Months Ended June 30, 2004 \(Unaudited\)](#)