

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

FORM S-8
REGISTRATION STATEMENT

Under
THE SECURITIES ACT OF 1933

XENON PHARMACEUTICALS INC.
 (Exact name of registrant as specified in its charter)

Canada
 (State or other jurisdiction of
 incorporation or organization)

98-0661854
 (I.R.S. Employer
 Identification Number)

200 – 3650 Gilmore Way
Burnaby, British Columbia V5G 4W8
Canada (604) 484-3300
 (Address of principal executive offices)

2014 Equity Incentive Plan
 (Full title of the plan)

Simon N. Pimstone
Chief Executive Officer
Xenon Pharmaceuticals Inc.
200 – 3650 Gilmore Way
Burnaby, British Columbia V5G 4W8
Canada
 (Name and address of agent for service)

(604) 484-3300
 (Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Maximum Amount to be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|-------------------------------------|---|---|----------------------------|
| Common Shares, no par value per share, reserved for issuance pursuant to the 2014 Equity Incentive Plan | 900,000 (2) | \$8.965 (3) | \$8,068,500 | \$978 |
| TOTAL: | 900,000 | | \$8,068,500 | \$978 |

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional common shares of the Registrant that become issuable under the 2014 Equity Incentive Plan (the “**2014 Plan**”) by reason of any share dividend, share split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding common shares.
- (2) Represents 900,000 additional common shares reserved for issuance as a result of the annual evergreen increase pursuant to the 2014 Plan.
- (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$8.965, the average of the high and low prices of the Registrant’s common shares as reported on The NASDAQ Global Market on March 1, 2019.

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**XENON PHARMACEUTICALS INC.
REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement registers additional common shares of Xenon Pharmaceuticals Inc. (the “**Registrant**”) to be issued pursuant to the Registrant’s 2014 Equity Incentive Plan (the “**2014 Plan**”). Accordingly, the contents of (i) the previous Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the “**Commission**”) on November 5, 2014 (File No. 333-199860); (ii) the previous Registration Statement on Form S-8 filed by the Registrant with the Commission pursuant to General Instruction E for the 2014 Plan on March 16, 2015 (File No. 333-202765); (iii) the previous Registration Statement on Form S-8 filed by the Registrant with the Commission pursuant to General Instruction E for the 2014 Plan on March 9, 2016 (File No. 333-210050); (iv) the previous Registration Statement on Form S-8 filed by the Registrant with the Commission pursuant to General Instruction E for the 2014 Plan on March 8, 2017 (File No. 333-216543); and (v) the previous Registration Statement on Form S-8 filed by the Registrant with the Commission pursuant to General Instruction E for the 2014 Plan on March 7, 2018 (File No. 333-223497) (together, the “**Previous Forms S-8**”), including periodic reports filed after the Previous Forms S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Commission are hereby incorporated by reference:

- (1) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Commission on March 6, 2019;
- (2) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “**Act**”), since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (1) above; and
- (3) The description of the Registrant’s common shares contained in the Registration Statement on Form 8-A12B (File No. 001-36687) filed with the Commission on October 10, 2014, pursuant to Section 12(b) of the Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Act, prior to the filing of a post-effective amendment which indicates that all securities registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information furnished under current items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits

| Exhibit Number | Description of Document | Incorporated by Reference | | | |
|-------------------|---|---------------------------|------------|---------|-------------|
| | | Form | File No. | Exhibit | Filing Date |
| 4.1 | Specimen common share certificate of the Registrant. | S-1/A | 333-198666 | 4.1 | 10/6/2014 |
| 4.2 | 2014 Equity Incentive Plan. | S-1 | 333-198666 | 10.8 | 9/10/2014 |
| 4.3 | Form of Share Option Agreement, as amended, under the 2014 Equity Incentive Plan. | 10-K | 001-36687 | 10.8A | 03/08/2017 |
| 5.1 | Opinion of Blake, Cassels & Graydon LLP. | | | | |
| 23.1 | Consent of KPMG LLP, Independent Registered Public Accounting Firm. | | | | |
| 23.2 | Consent of Blake, Cassels & Graydon LLP (contained in Exhibit 5.1 hereto). | | | | |
| 24.1 | Power of Attorney (contained on signature page hereto). | | | | |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Burnaby, British Columbia, Canada, on March 6, 2019.

XENON PHARMACEUTICALS INC.

By: _____ */s/ Simon Pimstone*

Simon Pimstone
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Simon Pimstone and Ian Mortimer as his and her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities (including his or her capacity as a director and/or officer of Xenon Pharmaceuticals Inc.) to sign any or all amendments (including post-effective amendments) to this registration statement on Form S-8, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|---|---|---------------|
| <u><i>/s/ Simon Pimstone</i></u> Simon Pimstone | Chief Executive Officer and Director (Principal Executive Officer) | March 6, 2019 |
| <u><i>/s/ Ian Mortimer</i></u> Ian Mortimer | President and Chief Financial Officer (Principal Financial and Accounting Officer) | March 6, 2019 |
| <u><i>/s/ Michael Tarnow</i></u> Michael Tarnow | Chair of the Board of Directors | March 6, 2019 |
| <u><i>/s/ Mohammad Azab</i></u> Mohammad Azab | Director | March 6, 2019 |
| <u><i>/s/ Steven Gannon</i></u> Steven Gannon | Director | March 6, 2019 |
| <u><i>/s/ Michael Hayden</i></u> Michael Hayden | Director | March 6, 2019 |
| <u><i>/s/ Frank Holler</i></u> Frank Holler | Director | March 6, 2019 |
| <u><i>/s/ Gary Patou</i></u> Gary Patou | Director | March 6, 2019 |
| <u><i>/s/ Richard Scheller</i></u> Richard Scheller | Director | March 6, 2019 |
| <u><i>/s/ Dawn Svoronos</i></u> Dawn Svoronos | Director | March 6, 2019 |

Blake, Cassels & Graydon LLP
Barristers & Solicitors
Patent & Trade-mark Agents
595 Burrard Street, P.O. Box 49314
Suite 2600, Three Bentall Centre
Vancouver BC V7X 1L3 Canada
Tel: 604-631-3300 Fax: 604-631-3309

The logo for the law firm Blakes, featuring the name in a stylized, cursive script.

March 6, 2019

Reference:191296/1

Xenon Pharmaceuticals Inc.
200 – 3650 Gilmore Way
Burnaby, BC V5G 4W8
Canada

RE: Registration Statement on Form S-8 of Xenon Pharmaceuticals Inc. (the “Company”)

We have acted as Canadian counsel to the Company, a corporation continued under the federal laws of Canada, in connection with the Registration Statement on Form S-8 (the “Registration Statement”) to be filed by the Company with the U.S. Securities and Exchange Commission (the “SEC”) relating to the registration under the Securities Act of 1933, as amended, of 900,000 common shares in the capital of the Company (the “Shares”) to be issued under the Company’s 2014 Equity Incentive Plan (the “Plan”).

In connection with giving this opinion, we have examined the Registration Statement (including exhibits thereto). We have also examined originals, certified or otherwise identified to our satisfaction, of such public and corporate records, certificates, instruments and other documents as we have considered necessary in order to express the opinion set out below. With respect to the accuracy of factual matters material to this opinion, we have relied upon certificates or comparable documents and representations of public officials and of officers and representatives of the Company.

In giving this opinion, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies, certified or otherwise identified to our satisfaction. We have also considered such questions of law as we have deemed relevant and necessary as a basis for the opinion hereinafter expressed.

The opinion expressed herein is limited to matters governed by the laws of the Province of British Columbia and the laws of Canada applicable therein.

Based and relying upon and subject to the foregoing, we are of the opinion that the Shares, when issued and sold by the Company in accordance with the terms of the Plan and the agreements contemplated by the Plan, will be validly issued, fully paid and non-assessable shares in the capital of the Company.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement.

This opinion is effective as at the date hereof and is based upon laws in effect and facts in existence as at the date hereof. We express no opinion as to the effect of future laws or judicial decisions on the subject matter hereof, nor do we undertake any duty to modify this opinion to reflect subsequent facts or developments concerning the Company or developments in the law occurring after the date hereof.

Yours truly,

/s/ Blake, Cassels & Graydon LLP



KPMG LLP
Chartered Accountants
PO Box 10426 777 Dunsmuir Street
Vancouver BC V7Y 1K3
Canada

Telephone (604) 691-3000
Fax (604) 691-3031
Internet www.kpmg.ca

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
Xenon Pharmaceuticals Inc.

We consent to the use of our report dated March 6, 2019, with respect to the consolidated balance sheets of Xenon Pharmaceuticals Inc. as of December 31, 2018 and 2017, and the related consolidated statements of operations and comprehensive loss, shareholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2018, incorporated herein by reference.

/s/ KPMG LLP
Chartered Professional Accountants

March 6, 2019
Vancouver, Canada

KPMG LLP is a Canadian limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity. KPMG Canada provides services to KPMG LLP.