OMB APPROVAL				
OMB Number:	3235-0145			
Expires: Feb	ruary 28, 2010			
Estimated average burden				
hours per respons	e 10.4			

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (AMENDMENT NO 2)\*

# Xenon Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock (Title of Class of Securities)

> 98420N105 (CUSIP Number)

December 31, 2016 (Date of Event which Requires Filing of this Statement)

☐ Rule 13d-1(b)
☐ Rule 13d-1(c)
☑ Rule 13d-1(d)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 15 Pages

Cusip No.	. 98420N10	5	13G	Page 2 of 15 Pages
1	I.R.S. IDI	ENT	EPORTING PERSONS CIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) ctners VII, LP	
2		ГНІ	E APPROPRIATE BOX IF A MEMBER OF A GROUP  ) □	
3	SEC USE	10	VLY	
4			IP OR PLACE OF ORGANIZATION	
	California	_	COVE MOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH		6	SOLE VOTING POWER  297,521  SHARED VOTING POWER  0	
		7	SOLE DISPOSITIVE POWER 297,521	
		8	SHARED DISPOSITIVE POWER 0	
9	AGGREC	TAG	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	297,521			
10	CHECK I	302	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	
	П			

Page 2 of 15 Pages

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

12

1.7%

PN

TYPE OF REPORTING PERSON

Cusip No	. 98420N10	)5	13G	Page 3 of 15 Pages
1			EPORTING PERSONS TFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
			estors VII, LP	
2	CHECK (a) □		CAPPROPRIATE BOX IF A MEMBER OF A GROUP  ) □	
3	SEC USE	IO E	ILY	
4	CITIZEN	ISH:	P OR PLACE OF ORGANIZATION	
	California	-		
		5	SOLE VOTING POWER	
			14,247	
	IBER OF IARES	6	SHARED VOTING POWER	
	FICIALLY		0	
	NED BY	7	SOLE DISPOSITIVE POWER	
	ORTING RSON			
	VITH	_	14,247	
		8	SHARED DISPOSITIVE POWER	
			0	
9	AGGREO	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	14,247			
10		BO	( IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	
11	DEDCEN	тс	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11	LENCEN	11 0	CEASS REFRESENTED DT AMOUNT IN NOW (3)	
	Less than			
12	TYPE OF	FRE	PORTING PERSON	
	PN			

Cusip No.	98420N105	13G	Page 4 of 15 Pages
1	I.R.S. IDEN	REPORTING PERSONS ITIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)  Management Partners VII, LLC (the General Partner of InterWest Partners VII, LP and InterWest Investors VII, LP	)
2	CHECK TH	HE APPROPRIATE BOX IF A MEMBER OF A GROUP  (b) □	)
3	SEC USE C	DNLY	
4	CITIZENSI California	HIP OR PLACE OF ORGANIZATION	
SH BENEI OWN REPO PEI W	BER OF ARES FICIALLY NED BY DRTING RSON //ITH	311,768 SHARED VOTING POWER  0 SOLE DISPOSITIVE POWER  311,768 SHARED DISPOSITIVE POWER  0	
9	AGGREGA 311,768	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BO	OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	
11	PERCENT 1.7%	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
12	TYPE OF F	REPORTING PERSON	

00

Cusip No.	98420N10	)5	13G	Page 5 of 15 Pages				
1	I.R.S. IDI	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)						
2			nture Management Company E APPROPRIATE BOX IF A MEMBER OF A GROUP					
	(a) 🗆	(b						
3	SEC USE	10	ILY					
4	CITIZEN	SH	P OR PLACE OF ORGANIZATION					
	California	a						
		5	SOLE VOTING POWER					
NII IN A	DED OF		8,293					
	BER OF ARES	6	SHARED VOTING POWER					
BENEF	FICIALLY		0					
	NED BY ORTING	7	SOLE DISPOSITIVE POWER					
PE	RSON		8,293					
W	/ITH	8	SHARED DISPOSITIVE POWER					
			0					
9	AGGREC	έΑΤ	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	8,293							
10	CHECK 1	ВО	K IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:					
11	PERCEN	ΤC	F CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	0.05%							
12	TYPE OF	RE	PORTING PERSON					
	CO							

Kliman and Oronsky each serve as an officer and director of InterWest Venture Management Company ("IVMC") and share voting and dispositive power over the shares owned by IVMC and may be deemed beneficially to own the shares held by IVMC.

Cusip No.	. 98420N10	)5	13G	Page 6 of 15 Pages		
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)					
	Harvey B	. Ca	ash (a Managing Director of InterWest Management Partners VII, LLC)			
2	(a) □		E APPROPRIATE BOX IF A MEMBER OF A GROUP ) □			
3	SEC USE	OI	NLY			
4	CITIZEN	SH	IP OR PLACE OF ORGANIZATION			
	United St	ates				
		5	SOLE VOTING POWER			
			0			
	BER OF ARES	6	SHARED VOTING POWER			
BENE	FICIALLY NED BY		311,768			
REPO	ORTING	7	SOLE DISPOSITIVE POWER			
	RSON /ITH		0			
V	V 1 1 1 1	8	SHARED DISPOSITIVE POWER			
			311,768			
9	AGGREC	ЗAТ	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	211 700					
10	311,768 CHECK I	BO	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:			
11	DEDCEN	тс	E CLASS DEDDESENTED DV AMOUNT IN DOM (0)			
11	PERCEN	1 (	F CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	1.7%					
12	TYPE OF	RI	EPORTING PERSON			
	IN					

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Harvey B. Cash that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

Cusip No.	. 98420N10	05	13G	Page 7 of 15 Pages
1	I.R.S. ID	EN	REPORTING PERSONS TIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY) anos (a Managing Director of InterWest Management Partners VII, LLC)	
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) 🗆		b)	
3	SEC USI	ЕΟ	NLY	
4	CITIZEN	NSH	IIP OR PLACE OF ORGANIZATION	
	United S			
		5	SOLE VOTING POWER	
			0	
_	BER OF ARES	6	SHARED VOTING POWER	
	FICIALLY		311,768	
	NED BY ORTING	7	SOLE DISPOSITIVE POWER	
	RSON			
V	VITH	8	0 SHARED DISPOSITIVE POWER	
		0	SHAKED DISFOSITIVE FOWER	
			311,768	
9	AGGRE	GA	FE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	311,768			
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	
11	PERCEN	TV (	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.7%			
12		F R	EPORTING PERSON	
	IN			
	IIN			

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Philip T. Gianos that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

Cusip No.	. 98420N105	13G	Page 8 of 15 Pages				
1		REPORTING PERSONS ITIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)					
		Holmes III (a Managing Director of InterWest Management Partners VII, LLC)					
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$					
3	SEC USE C	NLY					
4	CITIZENSI	HIP OR PLACE OF ORGANIZATION					
	United State						
SH BENEI OWI REPO PE W	IBER OF IARES FICIALLY NED BY ORTING RSON VITH	311,768					
9	AGGREGA 311,768	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
10	CHECK BO	OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:					
11	PERCENT 1.7%	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
12		REPORTING PERSON					

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Stephen Holmes III that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

Cusip No.	98420N10	)5	13G	Page 9 of 15 Pages
1	I.R.S. IDI	ENT	EPORTING PERSONS  TIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)  impact (a Managing Director of InterNate Management Portners VII. L.L.C)	
2			iman (a Managing Director of InterWest Management Partners VII, LLC)  E APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) 🗆	(b	) <sup>□</sup>	
3	SEC USE	10	NLY	
4	CITIZEN	SH	IP OR PLACE OF ORGANIZATION	
	United St	ates		
		5	SOLE VOTING POWER	
			0	
_	BER OF ARES	6	SHARED VOTING POWER	
BENEI	FICIALLY		320,061	
	NED BY ORTING	7	SOLE DISPOSITIVE POWER	
PE	RSON		0	
, v	/ITH	8	SHARED DISPOSITIVE POWER	
			320,061	
9	AGGREC	JAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	222.224			
10	320,061 CHECK 1	BO	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:	
11	DEDCEN	тс	F CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11	FERCEN	1 (	r CLASS REFRESENTED DI AMIOUNT IN ROW (9)	
	1.8%			
12	TYPE OF	RI	EPORTING PERSON	
	IN			

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Gilbert H. Kliman that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

Cusip No	. 98420N10	)5		13G	Page 10 of 15 Page
1	I.R.S. IDI	EN	EPORTING PERSONS TIFICATION NO(S). OF ABOVE PERSON(S) (E onsky (a Managing Director of InterWest Manage	·	
2	(a) 🗆	(l	E APPROPRIATE BOX IF A MEMBER OF A G	ROUP	
3	SEC USE	E O	ĪLY		
4	CITIZEN United St		IP OR PLACE OF ORGANIZATION		
	Officed St	5	SOLE VOTING POWER		
NII IN	DED OF		0		
SH	BER OF ARES FICIALLY	6	SHARED VOTING POWER		
OWI REPO	NED BY ORTING	7	320,061 SOLE DISPOSITIVE POWER		
	RSON /ITH		0		
		8	SHARED DISPOSITIVE POWER		
9	AGGREC	7.A7	320,061 E AMOUNT BENEFICIALLY OWNED BY EA	ACH REPORTING PERSON	
3	320,061		2200 222022. 022 2		
10	CHECK 1	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9)	) EXCLUDES CERTAIN SHARES:	
11	PERCEN	Τ(	F CLASS REPRESENTED BY AMOUNT IN R	OW (9)	
	1.8%				
12	TYPE OF	R.	EPORTING PERSON		
	IN				

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Arnold L. Oronsky that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

#### ITEM 1.

(a) NAME OF ISSUER: Xenon Pharmaceuticals, Inc.

#### (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE:

200–3650 Gilmore Way, Burnaby, British Columbia, Canada V5G 4W8

#### ITEM 2.

(c)

#### (a) NAME OF PERSON(S) FILING:

InterWest Partners VII, LP ("IWP VII")
InterWest Investors VII, LP ("II VII")
InterWest Management Partners VII, LLC ("IMP VII")
InterWest Venture Management Company ("IVMC")
Harvey B. Cash ("Cash")
Philip T. Gianos ("Gianos")
W. Stephen Holmes III ("Holmes")
Gilbert H. Kliman ("Kliman")
Arnold L. Oronsky ("Oronsky")

## (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

2710 Sand Hill Road, Suite 200, Menlo Park, CA 94025

## CITIZENSHIP/PLACE OF ORGANIZATION:

IWP VII: California II VII: California IMP VII: California IVMC: California Cash: **United States** Gianos: **United States** Holmes: **United States United States** Kliman: **United States** Oronsky:

- (d) TITLE OF CLASS OF SECURITIES: Common Stock
- (e) CUSIP NUMBER: 98420N105

#### ITEM 3. NOT APPLICABLE.

#### ITEM 4. OWNERSHIP.

	IWP VII	II VII	IMP VII (1)	IVMC (2)
Beneficial Ownership	297,521	14,247	311,768	8,293
Percentage of Class	1.7%	Less than 0.1%	1.7%	0.05%
Sole Voting Power	297,521	14,247	311,768	8,293
Shared Voting Power	0	0	0	0
Sole Dispositive Power	297,521	14,247	311,768	8,293
Shared Dispositive Power	0	0	0	0

	Cash (3)	Gianos (3)	Holmes (3)
Beneficial Ownership	311,768	311,768	311,768
Percentage of Class	1.7%	1.7%	1.7%
Sole Voting Power	0	0	0
Shared Voting Power	311,768	311,768	311,768
Sole Dispositive Power	0	0	0
Shared Dispositive Power	311.768	311.768	311.768

	Kliman (2)(3)	Oronsky (2)(3)
Beneficial Ownership	320,061	320,061
Percentage of Class	1.8%	1.8%
Sole Voting Power	0	0
Shared Voting Power	320,061	320,061
Sole Dispositive Power	0	0
Shared Dispositive Power	320,061	320,061

- (1) IMP VII is the general partner of IWP VII and II VII.
- (2) Kliman and Oronsky each serve as an officer and director of InterWest Venture Management Company ("IVMC") and share voting and dispositive power over the shares owned by IVMC and may be deemed beneficially to own the shares held by IVMC.
- (3) Cash, Gianos, Holmes, Kliman, and Oronsky are Managing Directors of IMP VII and share voting and investment control over shares held by IWP VII and II VII. Beneficial ownership is expressly disclaimed, except to the extent of their pecuniary interest.

#### ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following 🗵

#### ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited liability company operating agreement of IMP VII, the members of such limited liability company have the right to receive dividends from, or the proceeds from the sale of, the common stock of Issuer beneficially owned by such limited liability company.

# ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

#### ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

No reporting person is a member of a group as defined in section 240.13d-1(b)(1)(iii)(H) of the Act.

#### ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP.

Not applicable.

## ITEM 10. CERTIFICATION.

Not applicable.

#### **EXHIBITS**

Joint Filing Statement attached as Exhibit A.

Page 13 of 15 Pages

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2017

By: /s/ Harvey B. Cash by Karen A. Wilson, Power of Attorney

Name: Harvey B. Cash

By: /s/ Philip T. Gianos

Name: Philip T. Gianos

By: /s/ W. Stephen Holmes by Karen A. Wilson, Power of

Attorney

Name: W. Stephen Holmes III

By: /s/ Gilbert H. Kliman

Name: Gilbert H. Kliman

By: /s/ Arnold L. Oronsky

Name: Arnold L. Oronsky

INTERWEST PARTNERS VII, LP

By: InterWest Management Partners VII, LLC

its General Partner

By: /s/ Gilbert H. Kliman

Managing Director

INTERWEST INVESTORS VII, LP

By: InterWest Management Partners VII, LLC

its General Partner

By: /s/ Gilbert H. Kliman

Managing Director

INTERWEST MANAGEMENT PARTNERS VII, LLC

By: /s/ Gilbert H. Kliman

Managing Director

INTERWEST VENTURE MANAGEMENT COMPANY

By: /s/ Gilbert H. Kliman

Secretary

#### **EXHIBIT A**

#### Joint Filing Statement

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: February 14, 2017

By: /s/ Harvey B. Cash by Karen A. Wilson, Power of Attorney

Name: Harvey B. Cash

By: /s/ Philip T. Gianos

Name: Philip T. Gianos

By: /s/ W. Stephen Holmes by Karen A. Wilson, Power of

Attorney

Name: W. Stephen Holmes III

By: /s/ Gilbert H. Kliman

Gilbert H. Kliman

Name:

By: /s/ Arnold L. Oronsky

Name: Arnold L. Oronsky

INTERWEST PARTNERS VII, LP

By: InterWest Management Partners VII, LLC

its General Partner

By: /s/ Gilbert H. Kliman

Managing Director

INTERWEST INVESTORS VII, LP

By: InterWest Management Partners VII, LLC

its General Partner

By: /s/ Gilbert H. Kliman

Managing Director

INTERWEST MANAGEMENT PARTNERS VII, LLC

By: /s/ Gilbert H. Kliman

Managing Director

INTERWEST VENTURE MANAGEMENT COMPANY

By: /s/ Gilbert H. Kliman

Secretary

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