

**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)

**Amended and Restated 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, a 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	<input type="checkbox"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>			

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 Amended and Restated 2014 Equity Incentive Plan	4,000,000 (2)	\$13.49 (3)	\$53,960,000	\$7,005
<b>TOTAL:</b>	4,000,000		\$53,960,000	\$7,005

- (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 Amended and Restated 2014 Equity Incentive Plan (the “**Amended and Restated 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 4,000,000 additional common shares reserved for issuance under the Amended and Restated 2014 Plan, which shares became available for issuance pursuant to approval of the Amended and Restated 2014 Plan by the Registrant’s shareholders on June 1, 2020.
- (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$13.49, the average of the high and low prices of the Registrant’s common shares as reported on The Nasdaq Global Market on May 29, 2020.

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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, which plan was amended and restated and approved by the Registrant’s shareholders on June 1, 2020 (the “**Amended and Restated 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 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 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 on March 8, 2017 (File No. 333-216543); (v) the previous Registration Statement on Form S-8 filed by the Registrant with the Commission pursuant to General Instruction E on March 7, 2018 (File No. 333-223497); (vi) the previous Registration Statement on Form S-8 filed by the Registrant with the Commission pursuant to General Instruction E on March 6, 2019 (File No. 333-230103), and (vii) the previous Registration Statement on Form S-8 filed by the Registrant with the Commission pursuant to General Instruction E on March 9, 2020 (File No. 333-237036), (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, 2019, filed with the Commission on March 9, 2020;
- (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 5. Interests of Named Experts and Counsel.**

The validity of the common shares being registered pursuant to this Registration Statement will be passed upon for the Registrant by Blake, Cassels & Graydon LLP, Vancouver, British Columbia. The partners and associates of Blake, Cassels & Graydon LLP, as a group, own less than 1% of the Registrant's outstanding securities.

**Item 8. Exhibits**

Exhibit Number	Description of Document	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	<a href="#">Specimen common share certificate of the Registrant.</a>	S-1/A	333-198666	4.1	10/6/2014
5.1	<a href="#">Opinion of Blake, Cassels &amp; Graydon LLP.</a>				
23.1	<a href="#">Consent of KPMG LLP, Independent Registered Public Accounting Firm.</a>				
23.2	<a href="#">Consent of Blake, Cassels &amp; Graydon LLP (contained in Exhibit 5.1 hereto).</a>				
24.1	<a href="#">Power of Attorney (contained on signature page hereto).</a>				
99.1	<a href="#">Amended and Restated 2014 Equity Incentive Plan and related form agreement</a>	8-K	001-36687	10.1	6/3/2020

**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 June 3, 2020.

**XENON PHARMACEUTICALS INC.**

By: /s/ Simon Pimstone

Simon Pimstone

Chief Executive Officer

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## 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.

<b>Name</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Simon Pimstone</u> Simon Pimstone	Chief Executive Officer and Director (Principal Executive Officer)	June 3, 2020
<u>/s/ Ian Mortimer</u> Ian Mortimer	President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 3, 2020
<u>/s/ Michael Tarnow</u> Michael Tarnow	Chair of the Board of Directors	June 3, 2020
<u>/s/ Mohammad Azab</u> Mohammad Azab	Director	June 3, 2020
<u>/s/ Clarissa Desjardins</u> Clarissa Desjardins	Director	June 3, 2020
<u>/s/ Steven Gannon</u> Steven Gannon	Director	June 3, 2020
<u>/s/ Michael Hayden</u> Michael Hayden	Director	June 3, 2020
<u>/s/ Frank Holler</u> Frank Holler	Director	June 3, 2020
<u>/s/ Gary Patou</u> Gary Patou	Director	June 3, 2020
<u>/s/ Dawn Svoronos</u> Dawn Svoronos	Director	June 3, 2020



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

June 3, 2020

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 4,000,000 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

TORONTO

CALGARY

VANCOUVER

MONTRÉAL

OTTAWA

NEW YORK

LONDON

BEIJING

Blake, Cassels & Graydon LLP | [blakes.com](http://blakes.com)



**KPMG LLP**  
**Chartered Accountants**  
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Vancouver BC V7Y 1K3  
Canada

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## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors  
Xenon Pharmaceuticals Inc.

We consent to the use of our reports dated March 9, 2020, with respect to the consolidated balance sheets of Xenon Pharmaceuticals Inc. as of December 31, 2019 and December 31, 2018, 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, 2019, and the related notes (collectively, the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of December 31, 2019, incorporated herein by reference.

Our report on the consolidated financial statements refers to a change in accounting policies for leases in 2019 due to the adoption of ASU 2016-02, Leases.

/s/ KPMG LLP  
Chartered Professional Accountants

June 3, 2020  
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.