FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

wasnington,	D.C. 20040	

OMB API	PROVAL						
OMB Number:	3235-0287						
Estimated average burden							
haura nar raanana	۰. ٥٢						

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  TARNOW MICHAEL M						2. Issuer Name and Ticker or Trading Symbol  Xenon Pharmaceuticals Inc. [ XENE ]										all app	olicable) ctor	ig Person	Person(s) to Issuer 10% Owner		
(Last) (First) (Middle) C/O XENON PHARMACEUTICALS INC						3. Date of Earliest Transaction (Month/Day/Year) 12/21/2018										Office below	er (give title w)		Other (specify below)		
200 - 3650 GILMORE WAY					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)						
(Street) BURNAL	BY A1	Į V	/5G 4W8												X Form filed by One Reporting Person  Form filed by More than One Reporting  Person						
(City)	(St	ate) (	Zip)																		
		Tabl	e I - Nor	-Deriv	ative	Se	curitie	s Ac	quired,	Dis	posed o	f, or	Ben	efici	ally	Owne	ed				
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					Day/Year)   Exec		Executio if any	A. Deemed xecution Date, any Month/Day/Year)				ties Acquired (A) d Of (D) (Instr. 3, 4			4 and Secu		cially I Following	Form: Di (D) or In	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(4	A) or D)	Price	•	Transaction(s) (Instr. 3 and 4)				(	
Common Shares 12/3				12/21	1/2018				G <sup>(1)</sup>	V	5,000	)	D	\$0.00		62,512		D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date, y/Year)	4. Transa Code ( 8)		of Deriv	r osed ) :. 3, 4	6. Date Expiration (Month/E	on Date		Amo Secu Unde Deriv	Am or	ount nber			9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Own Forn Direc or In (I) (Ir		11. Nature of Indirect Beneficial Ownership (Instr. 4)	

## **Explanation of Responses:**

1. The shares were gifted to family members that do not share the reporting person's household.

/s/ Valerie Holland, Attorney-

12/26/2018

in-fact

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Xenon Pharmaceuticals Inc. (the "Company"), hereby constitutes and appoints each of the responsible attorneys and paralegals of Wilson Sonsini Goodrich & Rosati, Professional Corporation, and each of Emmanuelle Vallee, Sherry Aulin, Barbara Filice and Valerie Holland of the Company, the undersigned's true and lawful attorney-in-fact to:

- 1. complete and execute Forms ID, 3,4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
- 2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of December, 2018.

Signature: /s/ Michael Tarnow
Michael Tarnow