



Xenon Pharmaceuticals Announces Proposed Public Offering of Common Shares

September 7, 2016

BURNABY, British Columbia, Sept. 07, 2016 (GLOBE NEWSWIRE) -- Xenon Pharmaceuticals Inc. (Nasdaq:XENE), a clinical-stage biopharmaceutical company, today announced that it has commenced an underwritten public offering of its common shares pursuant to its existing shelf registration statement and corresponding Canadian base shelf prospectus. The common shares in the proposed offering are to be sold by Xenon and certain of Xenon's existing securityholders to be named in the preliminary prospectus supplement for the offering. It is expected that the underwriters of the offering will be granted an option for a period of 30 days to purchase up to an additional 15% of the common shares offered in the offering, at the public offering price, less the underwriting discounts and commissions. Xenon will not receive any proceeds from the sale of the common shares by the selling securityholders. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed.

Jefferies LLC, Stifel and Guggenheim Securities, LLC are acting as joint book-running managers for the offering.

A shelf registration statement relating to the common shares offered in the public offering described above was filed with the Securities and Exchange Commission (SEC) on December 7, 2015 and declared effective by the SEC on January 5, 2016. The offering will be made only by means of a written prospectus and prospectus supplement that form a part of the registration statement. A preliminary prospectus supplement and accompanying prospectus relating to the offering will be filed with the SEC and will be available on the SEC's website at www.sec.gov. Copies of the preliminary prospectus supplement and the accompanying prospectus, when available, may also be obtained by contacting Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, NY 10022, or by email at Prospectus.Department@Jefferies.com, or by phone at (877) 821-7388; from Stifel, Nicolaus & Company, Incorporated, One Montgomery Street, Suite 3700, San Francisco, California 94104, Attn: Syndicate, by telephone at (415) 364-2720 or by email at syndprospectus@stifel.com; or from Guggenheim Securities, LLC, Attention: Equity Syndicate Department, 330 Madison Avenue, 8th Floor, New York, NY 10017, by telephone at 212-518-9658, or by email at GSEquityProspectusDelivery@guggenheimpartners.com.

The common shares are being qualified for distribution by way of a preliminary prospectus supplement and a final prospectus supplement to Xenon's Canadian base shelf prospectus dated December 30, 2015 that was filed with the securities commissions in British Columbia, Alberta and Ontario. No securities are being offered or sold, directly or indirectly, in Canada or to any resident of Canada.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities being offered, nor shall there be any sale of the securities being offered in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

Safe Harbor Statement

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995 and Canadian securities laws. These forward-looking statements are not based on historical fact, and include statements regarding the anticipated public offering. These forward-looking statements are based on current assumptions that involve risks, uncertainties and other factors that may cause the actual results, events or developments to be materially different from those expressed or implied by such forward-looking statements. These risks and uncertainties, many of which are beyond our control, include, but are not limited to, uncertainties related to market conditions and the completion of the public offering on the anticipated terms or at all, as well as the other risks identified in our filings with the SEC and the securities commissions in British Columbia, Alberta and Ontario. These forward-looking statements speak only as of the date hereof and we assume no obligation to update these forward-looking statements, and readers are cautioned not to place undue reliance on such forward-looking statements.

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