

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Hayden Michael R</u>			2. Issuer Name and Ticker or Trading Symbol <u>Xenon Pharmaceuticals Inc. [XENE]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>200 - 3650 GILMORE WAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>BURNABY</u>	<u>A1</u>	<u>V5G 4W8</u>						
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	02/16/2021		M		5,144	A	\$2.68 ⁽¹⁾	112,706	D	
Common Shares	02/18/2021		M		10,288	A	\$3.67 ⁽²⁾	61,212	I	By Genworks Inc. ⁽³⁾
Common Shares	02/18/2021		M		30,864	A	\$2.68 ⁽¹⁾	92,076	I	By Genworks Inc. ⁽³⁾
Common Shares								114,403	I	By wife

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. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$2.68 ⁽¹⁾	02/16/2021		M			5,144	(4)	12/31/2022	Common Shares	5,144	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.67 ⁽²⁾	02/18/2021		M			10,288	(5)	12/31/2021	Common Shares	10,288	\$0.00	0	I	By Genworks Inc. ⁽³⁾
Stock Option (Right to Buy)	\$2.68 ⁽¹⁾	02/18/2021		M			30,864	(6)	12/31/2022	Common Shares	30,864	\$0.00	0	I	By Genworks Inc. ⁽³⁾

Explanation of Responses:

- The exercise price was converted from \$2.67 CAD using the closing rate of exchange of the Bank of Canada on the date of grant. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- The exercise price was converted from \$3.74 CAD using the closing rate of exchange of the Bank of Canada on the date of grant. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- Michael Hayden is the president and principal beneficial shareholder of Genworks Inc.
- 1/3 of the shares subject to the Option vested on January 1, 2014 (the "Second 2013 Vesting Commencement Date") and thereafter the remaining 2/3 of the shares subject to the Option vest each monthly anniversary of the Second 2013 Vesting Commencement Date over the following 2 years.
- 25% of the shares subject to the Option vested on the one year anniversary of January 1, 2012 (the "2012 Vesting Commencement Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the 2012 Vesting Commencement Date.
- 25% of the shares subject to the Option vested on the one year anniversary of January 1, 2013 (the "First 2013 Vesting Commencement Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the First 2013 Vesting Commencement Date.

Remarks:

/s/ Cassandra Robinson, 02/18/2021
Attorney-in-fact

** Signature of Reporting Person Date

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

* 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.

