

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 3, 2019

XENON PHARMACEUTICALS INC.

(Exact name of Registrant as Specified in Its Charter)

Canada
(State or Other Jurisdiction
of Incorporation)

001-36687
(Commission File Number)

98-0661854
(IRS Employer
Identification No.)

**200-3650 Gilmore Way,
Burnaby, British Columbia, Canada**
(Address of Principal Executive Offices)

V5G 4W8
(Zip Code)

Registrant's Telephone Number, Including Area Code: (604) 484-3300

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common shares, without par value	XENE	The Nasdaq Stock Market LLC (The Nasdaq Global Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 3, 2019, Xenon Pharmaceuticals Inc. (the “Company”) held its 2019 Annual Meeting of Shareholders (the “Annual Meeting”). At the Annual Meeting, proxies and in-person shareholders representing 18,729,774 of the Company’s common shares and 876,130 of the Company’s Series 1 preferred shares, or approximately 73.6% of the total shares entitled to vote, were present and voted on the following three proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the United States Securities and Exchange Commission and with the securities commissions in British Columbia, Alberta and Ontario on April 29, 2019:

Proposal One – Election of Directors. The following nominees were elected as directors to serve until the 2020 annual meeting of shareholders or until their respective successors are duly elected and qualified.

	For	Withhold	Broker Non-Votes
Michael Tarnow	13,611,847	22,134	5,971,923
Mohammad Azab	13,595,937	38,044	5,971,923
Steven Gannon	13,615,135	18,846	5,971,923
Michael Hayden	13,613,941	20,040	5,971,923
Frank Holler	10,985,498	2,648,483	5,971,923
Gary Patou	13,599,928	34,053	5,971,923
Simon Pimstone	13,617,135	16,846	5,971,923
Richard Scheller	13,615,135	18,846	5,971,923
Dawn Svoronos	13,610,639	23,342	5,971,923

Proposal Two – Appointment of Independent Registered Public Accounting Firm. The appointment of KPMG LLP as the Company’s independent registered public accounting firm for the ensuing year was approved as follows:

For	Withhold
19,468,498	137,406

Proposal Three – Authorization of the Audit Committee to Set the Remuneration for the Independent Registered Public Accounting Firm. The authority of the audit committee of the board of directors to set the remuneration of the auditors for the ensuing year was approved as follows:

For	Against
19,466,812	139,092

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Xenon Pharmaceuticals Inc.

Date: June 5, 2019

By: _____
/s/ Ian Mortimer
Ian Mortimer
President & Chief Financial Officer