SEC Form 4	
------------	--

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

0.5

hours per response:

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

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

1	ess of Reporting Perso	on [*]	2. Issuer Name and Ticker or Trading Symbol Xenon Pharmaceuticals Inc. [XENE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
AULIN SHE	<u>RRY</u>				Director	10% Owner			
				x	Officer (give title	Other (specify			
(Last) (First)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)			
200 - 3650 GILMORE WAY		(09/02/2022		Chief Financial	Officer			
200 - 3650 GILMORE WAY									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street)				Line)					
BURNABY	A1	V5G 4W8		X	Form filed by One Rep	orting Person			
					Form filed by More tha	n One Reporting			
(Citu)	(State)	(Zip)			Person				
(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 Disposed Of			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code V		Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Shares	09/02/2022		М		9,000	Α	\$9.44	9,000	D	
Common Shares	09/02/2022		М		32	Α	\$7.49	9,032	D	
Common Shares	09/02/2022		М		813	Α	\$8.4	9,845	D	
Common Shares	09/02/2022		М		2,292	Α	\$3.1	12,137	D	
Common Shares	09/02/2022		М		6,511	Α	\$4.75	18,648	D	
Common Shares	09/02/2022		F		3,293	D	\$39.53(1)	15,355	D	
Common Shares	09/02/2022		s		15,355	D	\$39.57(2)	0	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. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deri Sec Acq (A) o Disp of (I	oosed 0) tr. 3, 4	6. Date Exerc Expiration D (Month/Day/)	ate	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)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$9.44	09/02/2022		М			9,000	(3)	09/15/2029	Common Shares	9,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$7.49	09/02/2022		М			32	(3)	03/10/2026	Common Shares	32	\$0.00	0	D	
Stock Option (Right to Buy)	\$8.4	09/02/2022		М			813	(3)	03/12/2027	Common Shares	813	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.1	09/02/2022		М			2,292	(3)	10/22/2027	Common Shares	2,292	\$0.00	0	D	
Stock Option (Right to Buy)	\$4.75	09/02/2022		М			6,511	(3)	03/11/2028	Common Shares	6,511	\$0.00	0	D	

Explanation of Responses:

1. Represents the closing price of the Company's common shares on September 1, 2022 for purposes of net settlement calculations.

2. The "Amount" and "Price" reported in this Column 4 reflect the aggregate number and weighted-average price, respectively, of shares sold. These shares were sold in multiple transactions at prices ranging from \$39.50 to \$39.63, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

3. The shares subject to the option are fully vested and exercisable.

Remarks:

<u>/s/ Cassandra Robinson,</u> <u>Attorney-in-fact</u> ** Signature of Reporting Person

09/07/2022

n 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.