

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>GOLDBERG Y. PAUL</b>  (Last) (First) (Middle) <b>C/O XENON PHARMACEUTICALS INC</b> <b>200 - 3650 GILMORE WAY</b>  (Street) <b>BURNABY A1 V5G 4W8</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Xenon Pharmaceuticals Inc. [ XENE ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>VP of Clinical Development</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/18/2015</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/18/2015		M		1,028	A	\$4.81 <sup>(1)</sup>	5,348	D	
Common Shares	08/18/2015		F		434	D	\$11 <sup>(2)</sup>	4,914	D	
Common Shares	08/18/2015		M		2,057	A	\$4.98 <sup>(1)</sup>	6,971	D	
Common Shares	08/18/2015		F		868	D	\$11 <sup>(2)</sup>	6,103	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. 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						Amount or Number of Shares
Stock Option (Right to Buy)	\$4.81 <sup>(1)</sup>	08/18/2015		M			1,028	(3)	08/24/2015	Common Shares	1,028	\$0.00	0	D	
Stock Option (Right to Buy)	\$4.98 <sup>(1)</sup>	08/18/2015		M			2,057	(4)	08/24/2015	Common Shares	2,057	\$0.00	0	D	

**Explanation of Responses:**

- The exercise price was converted from \$6.07 CAD using the closing rate of exchange on 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 day of exercise.
- Represents the closing price of the Company's common shares on August 17, 2015, converted to a Canadian dollar amount for purposes of net settlement calculations.
- The shares subject to the option fully vested on October 1, 2008.
- The shares subject to the option fully vested on January 1, 2009.

/s/ Sonia Graham, Attorney-in-fact 08/20/2015

\*\* 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.