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

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(AMENDMENT NO 2)\***

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**Xenon Pharmaceuticals, Inc.**  
(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**98420N105**  
(CUSIP Number)

**December 31, 2016**  
(Date of Event which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	InterWest Partners VII, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  California	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER  297,521
	6	SHARED VOTING POWER  0
	7	SOLE DISPOSITIVE POWER  297,521
	8	SHARED DISPOSITIVE POWER  0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  297,521	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.7%	
12	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	InterWest Investors VII, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  California	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER  14,247
	6	SHARED VOTING POWER  0
	7	SOLE DISPOSITIVE POWER  14,247
	8	SHARED DISPOSITIVE POWER  0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  14,247	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  Less than 0.1%	
12	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	InterWest Management Partners VII, LLC (the General Partner of InterWest Partners VII, LP and InterWest Investors VII, LP)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  California	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER  311,768
	6	SHARED VOTING POWER  0
	7	SOLE DISPOSITIVE POWER  311,768
	8	SHARED DISPOSITIVE POWER  0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  311,768	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.7%	
12	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	InterWest Venture Management Company	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  California	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER  8,293
	6	SHARED VOTING POWER  0
	7	SOLE DISPOSITIVE POWER  8,293
	8	SHARED DISPOSITIVE POWER  0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  8,293	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.05%	
12	TYPE OF REPORTING PERSON  CO	

Kliman and Oronsky each serve as an officer and director of InterWest Venture Management Company ("IVMC") and share voting and dispositive power over the shares owned by IVMC and may be deemed beneficially to own the shares held by IVMC.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	Harvey B. Cash (a Managing Director of InterWest Management Partners VII, LLC)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  311,768
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  311,768
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  311,768	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.7%	
12	TYPE OF REPORTING PERSON  IN	

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Harvey B. Cash that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	Philip T. Gianos (a Managing Director of InterWest Management Partners VII, LLC)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  311,768
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  311,768
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  311,768	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.7%	
12	TYPE OF REPORTING PERSON  IN	

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Philip T. Gianos that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	W. Stephen Holmes III (a Managing Director of InterWest Management Partners VII, LLC)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  311,768
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  311,768
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  311,768	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.7%	
12	TYPE OF REPORTING PERSON  IN	

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Stephen Holmes III that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.



1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	Gilbert H. Kliman (a Managing Director of InterWest Management Partners VII, LLC)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  320,061
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  320,061
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  320,061	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.8%	
12	TYPE OF REPORTING PERSON  IN	

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Gilbert H. Kliman that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)	
	Arnold L. Oronsky (a Managing Director of InterWest Management Partners VII, LLC)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  320,061
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  320,061
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  320,061	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.8%	
12	TYPE OF REPORTING PERSON  IN	

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Arnold L. Oronsky that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

**ITEM 1.**

- (a) NAME OF ISSUER:** Xenon Pharmaceuticals, Inc.
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE:**  
200-3650 Gilmore Way, Burnaby, British Columbia, Canada V5G 4W8

**ITEM 2.**

- (a) NAME OF PERSON(S) FILING:**  
InterWest Partners VII, LP ("IWP VII")  
InterWest Investors VII, LP ("II VII")  
InterWest Management Partners VII, LLC ("IMP VII")  
InterWest Venture Management Company ("IVMC")  
Harvey B. Cash ("Cash")  
Philip T. Gianos ("Gianos")  
W. Stephen Holmes III ("Holmes")  
Gilbert H. Kliman ("Kliman")  
Arnold L. Oronsky ("Oronsky")
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**  
2710 Sand Hill Road, Suite 200, Menlo Park, CA 94025
- (c) CITIZENSHIP/PLACE OF ORGANIZATION:**  
IWP VII: California  
II VII: California  
IMP VII: California  
IVMC: California  
Cash: United States  
Gianos: United States  
Holmes: United States  
Kliman: United States  
Oronsky: United States

(d) **TITLE OF CLASS OF SECURITIES:** Common Stock

(e) **CUSIP NUMBER:** 98420N105

**ITEM 3. NOT APPLICABLE.**

**ITEM 4. OWNERSHIP.**

	<u>IWP VII</u>	<u>II VII</u>	<u>IMP VII (1)</u>	<u>IVMC (2)</u>
Beneficial Ownership	297,521	14,247	311,768	8,293
Percentage of Class	1.7%	Less than 0.1%	1.7%	0.05%
Sole Voting Power	297,521	14,247	311,768	8,293
Shared Voting Power	0	0	0	0
Sole Dispositive Power	297,521	14,247	311,768	8,293
Shared Dispositive Power	0	0	0	0

	<u>Cash (3)</u>	<u>Gianos (3)</u>	<u>Holmes (3)</u>
Beneficial Ownership	311,768	311,768	311,768
Percentage of Class	1.7%	1.7%	1.7%
Sole Voting Power	0	0	0
Shared Voting Power	311,768	311,768	311,768
Sole Dispositive Power	0	0	0
Shared Dispositive Power	311,768	311,768	311,768

	<u>Kliman (2)(3)</u>	<u>Oronsky (2)(3)</u>
Beneficial Ownership	320,061	320,061
Percentage of Class	1.8%	1.8%
Sole Voting Power	0	0
Shared Voting Power	320,061	320,061
Sole Dispositive Power	0	0
Shared Dispositive Power	320,061	320,061

(1) IMP VII is the general partner of IWP VII and II VII.

(2) Kliman and Oronsky each serve as an officer and director of InterWest Venture Management Company (“IVMC”) and share voting and dispositive power over the shares owned by IVMC and may be deemed beneficially to own the shares held by IVMC.

(3) Cash, Gianos, Holmes, Kliman, and Oronsky are Managing Directors of IMP VII and share voting and investment control over shares held by IWP VII and II VII. Beneficial ownership is expressly disclaimed, except to the extent of their pecuniary interest.

**ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Under certain circumstances set forth in the limited liability company operating agreement of IMP VII, the members of such limited liability company have the right to receive dividends from, or the proceeds from the sale of, the common stock of Issuer beneficially owned by such limited liability company.

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

Not applicable.

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

No reporting person is a member of a group as defined in section 240.13d-1(b)(1)(iii)(H) of the Act.

**ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP.**

Not applicable.

**ITEM 10. CERTIFICATION.**

Not applicable.

**EXHIBITS**

Joint Filing Statement attached as Exhibit A.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2017

By: /s/ Harvey B. Cash by Karen A. Wilson, Power of Attorney  
Name: Harvey B. Cash

By: /s/ Philip T. Gianos  
Name: Philip T. Gianos

By: /s/ W. Stephen Holmes by Karen A. Wilson, Power of Attorney  
Name: W. Stephen Holmes III

By: /s/ Gilbert H. Kliman  
Name: Gilbert H. Kliman

By: /s/ Arnold L. Oronsky  
Name: Arnold L. Oronsky

INTERWEST PARTNERS VII, LP

By: InterWest Management Partners VII, LLC  
its General Partner

By: /s/ Gilbert H. Kliman  
Managing Director

INTERWEST INVESTORS VII, LP

By: InterWest Management Partners VII, LLC  
its General Partner

By: /s/ Gilbert H. Kliman  
Managing Director

INTERWEST MANAGEMENT PARTNERS VII, LLC

By: /s/ Gilbert H. Kliman  
Managing Director

INTERWEST VENTURE MANAGEMENT COMPANY

By: /s/ Gilbert H. Kliman  
Secretary

**EXHIBIT A**

**Joint Filing Statement**

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: February 14, 2017

By: /s/ Harvey B. Cash by Karen A. Wilson, Power of Attorney  
Name: Harvey B. Cash

By: /s/ Philip T. Gianos  
Name: Philip T. Gianos

By: /s/ W. Stephen Holmes by Karen A. Wilson, Power of Attorney  
Name: W. Stephen Holmes III

By: /s/ Gilbert H. Kliman  
Name: Gilbert H. Kliman

By: /s/ Arnold L. Oronsky  
Name: Arnold L. Oronsky

**INTERWEST PARTNERS VII, LP**

By: InterWest Management Partners VII, LLC  
its General Partner

By: /s/ Gilbert H. Kliman  
Managing Director

**INTERWEST INVESTORS VII, LP**

By: InterWest Management Partners VII, LLC  
its General Partner

By: /s/ Gilbert H. Kliman  
Managing Director

**INTERWEST MANAGEMENT PARTNERS VII, LLC**

By: /s/ Gilbert H. Kliman  
Managing Director

**INTERWEST VENTURE MANAGEMENT COMPANY**

By: /s/ Gilbert H. Kliman  
Secretary