

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* GOLDBERG Y. PAUL			2. Issuer Name and Ticker or Trading Symbol Xenon Pharmaceuticals Inc. [XENE]			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) VP of Clinical Development		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/22/2015			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		
C/O XENON PHARMACEUTICALS INC 200 - 3650 GILMORE WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
BURNABY	A1	V5G 4W8						
(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	09/22/2015		M		411	A	\$5.22 ⁽¹⁾	6,514	D	
Common Shares	09/22/2015		F		198	D	\$9.53 ⁽²⁾	6,316	D	
Common Shares	09/22/2015		M		2,057	A	\$3.21 ⁽³⁾	8,373	D	
Common Shares	09/22/2015		F		610	D	\$9.53 ⁽²⁾	7,763	D	
Common Shares	09/22/2015		M		1,028	A	\$3.77 ⁽³⁾	8,791	D	
Common Shares	09/22/2015		F		305	D	\$9.53 ⁽²⁾	8,486	D	
Common Shares	09/22/2015		M		5,144	A	\$3.07 ⁽³⁾	13,630	D	
Common Shares	09/22/2015		F		1,525	D	\$9.53 ⁽²⁾	12,105	D	
Common Shares	09/22/2015		M		6,172	A	\$3.56 ⁽³⁾	18,277	D	
Common Shares	09/22/2015		F		1,829	D	\$9.53 ⁽²⁾	16,448	D	
Common Shares	09/22/2015		M		3,703	A	\$3.52 ⁽³⁾	20,151	D	
Common Shares	09/22/2015		F		1,098	D	\$9.53 ⁽²⁾	19,053	D	
Common Shares	09/22/2015		M		3,115	A	\$3.73 ⁽³⁾	22,168	D	
Common Shares	09/22/2015		F		923	D	\$9.53 ⁽²⁾	21,245	D	
Common Shares	09/22/2015		M		7,973	A	\$2.68 ⁽⁴⁾	29,218	D	
Common Shares	09/22/2015		F		1,687	D	\$9.53 ⁽²⁾	27,531	D	
Common Shares	09/22/2015		M		785	A	\$2.68 ⁽⁴⁾	28,316	D	
Common Shares	09/22/2015		F		167	D	\$9.53 ⁽²⁾	28,149	D	
Common Shares	09/22/2015		S		6,149	D	\$9.3323 ⁽⁵⁾	22,000	D	
Common Shares	09/23/2015		S		4,000	D	\$9.02 ⁽⁶⁾	18,000	D	
Common Shares	09/24/2015		S		12,000	D	\$8.6 ⁽⁷⁾	6,000	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		Date Exercisable	Expiration Date					

**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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$5.22 ⁽¹⁾	09/22/2015		M			411	(8)	12/31/2015	Common Shares	411	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.21 ⁽³⁾	09/22/2015		M			2,057	(9)	12/31/2016	Common Shares	2,057	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.77 ⁽³⁾	09/22/2015		M			1,028	(10)	12/31/2017	Common Shares	1,028	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.07 ⁽³⁾	09/22/2015		M			5,144	(11)	12/31/2018	Common Shares	5,144	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.56 ⁽³⁾	09/22/2015		M			6,172	(12)	12/31/2019	Common Shares	6,172	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.52 ⁽³⁾	09/22/2015		M			3,703	(13)	07/01/2020	Common Shares	3,703	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.73 ⁽³⁾	09/22/2015		M			3,115	(14)	12/01/2020	Common Shares	3,115	\$0.00	1,000	D	
Stock Option (Right to Buy)	\$2.68 ⁽⁴⁾	09/22/2015		M			7,973	(15)	12/31/2022	Common Shares	7,973	\$0.00	4,372	D	
Stock Option (Right to Buy)	\$2.68 ⁽⁴⁾	09/22/2015		M			785	(16)	12/31/2022	Common Shares	785	\$0.00	243	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 September 21, 2015, converted to a Canadian dollar amount for purposes of net settlement calculations.
- The exercise price was converted from \$3.74 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.
- The exercise price was converted from \$2.67 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.
- 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 \$9.15 to \$9.53, 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.
- 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 \$9.00 to \$9.15, 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.
- 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 \$8.50 to \$8.715, 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.
- The shares subject to the option fully vested on December 31, 2009.
- The shares subject to the option fully vested on December 31, 2010.
- The shares subject to the option fully vested on December 31, 2011.
- The shares subject to the option fully vested on December 31, 2012.
- The shares subject to the option fully vested on December 31, 2013.
- The shares subject to the option fully vested on June 30, 2014.
- The shares subject to the option fully vested on November 30, 2014.
- 25% of the shares subject to the Option vested on the one year anniversary of January 1, 2013 (the "Vesting Commencement Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the Vesting Commencement Date.
- One-third of the shares subject to the Option vested on January 1, 2013 (the "Vesting Commencement Date") and the remaining two-thirds of the shares subject to the Option vest in equal monthly installments on each monthly anniversary of the Vesting Commencement Date over the following four years.

/s/ Sonia Graham, Attorney-in-fact 09/24/2015

** 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.