

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <b>TARNOW MICHAEL M</b>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/21/2019</b>			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		
200 - 3650 GILMORE WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>BURNABY A1</b>								
(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	11/21/2019		M		5,144	A	\$3.56 <sup>(1)</sup>	69,713	D	
Common Shares	11/21/2019		G <sup>(2)</sup>	V	5,144	D	\$0.00	64,569	D	
Common Shares	11/21/2019		M		2,057	A	\$3.51 <sup>(1)</sup>	66,626	D	
Common Shares	11/21/2019		G <sup>(2)</sup>	V	2,057	D	\$0.00	64,569	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						Title
Stock Option (Right to Buy)	\$3.56 <sup>(1)</sup>	11/21/2019		M		5,144	(3)	12/31/2019	Common Shares	5,144	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.51 <sup>(1)</sup>	11/21/2019		M		2,057	(4)	06/30/2020	Common Shares	2,057	\$0.00	0	D	

**Explanation of Responses:**

- The exercise price was converted from \$3.74 CAD using the closing rate of exchange of 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 date of exercise.
- The shares were gifted to family members that do not share the reporting person's household.
- The shares subject to the option fully vested on December 31, 2012. The date the options became fully vested was incorrectly reflected on the Reporting Person's Form 3.
- The shares subject to the option fully vested on June 30, 2013. The date the options became fully vested was incorrectly reflected on the Reporting Person's Form 3.

**Remarks:**

/s/ Cassandra Robinson, 11/22/2019  
Attorney-in-fact

\*\* 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.