

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>STEIN EVAN A.</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/09/2014</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	11/09/2014		C		967	A	(1)	967	I	By Stein Family LLC <sup>(2)</sup>
Common Shares	11/09/2014		C		1,038,964	A	(3)	1,038,964	I	By Lipotex, Ltd. <sup>(4)</sup>

**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				
Series B Preferred Shares	(1)	11/09/2014		C		967		(1)	(1)	Common Shares	967	\$0.00	0	I	By Stein Family LLC <sup>(2)</sup>
Series E Preferred Shares	(3)	11/09/2014		C		1,038,964		(3)	(3)	Common Shares	1,038,964	\$0.00	0	I	By Lipotex, Ltd. <sup>(4)</sup>

**Explanation of Responses:**

- The Series B Preferred Shares converted into Common Shares on a 1-for-1 basis immediately prior to the completion of the Issuer's initial public offering of Common Shares and had no expiration date.
- These shares are held by the Stein Family LLC, for which the Reporting Person serves as the managing member.
- The Series E Preferred Shares converted into Common Shares on a 1.2-for-1 basis immediately prior to the completion of the Issuer's initial public offering of Common Shares and had no expiration date.
- These shares are held by Lipotex, Ltd. ("Lipotex"). Lipotex Holdings, LLC, the general partner of Lipotex, has sole voting and investment power with respect to the shares held by Lipotex. The Reporting Person, the managing partner of Lipotex Holdings, LLC has sole voting and investment power with respect to the shares held by Lipotex.

**Remarks:**

/s/ Barbara A. Mery, Attorney-in-fact 11/09/2014

\*\* 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.

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