

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 * <u>Hayden Michael R</u> (Last) (First) (Middle) <u>C/O XENON PHARMACEUTICALS INC</u> <u>200 - 3650 GILMORE WAY</u> (Street) <u>BURNABY A1 V5G 4W8</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xenon Pharmaceuticals Inc. [XENE]</u>	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) <u>03/14/2017</u>	
	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	03/14/2017		M		18,004	A	\$3.7 ⁽¹⁾	115,323	D	
Common Shares	03/14/2017		M		25,720	A	\$3.76 ⁽¹⁾	141,043	D	
Common Shares	03/14/2017		M		5,144	A	\$3.67 ⁽¹⁾	146,187	D	
Common Shares	03/14/2017		M		4,115	A	\$3.77 ⁽¹⁾	22,633	I	By Genworks Inc. ⁽⁷⁾
Common Shares	03/14/2017		M		4,629	A	\$3.07 ⁽¹⁾	27,262	I	By Genworks Inc. ⁽⁷⁾
Common Shares	03/14/2017		M		3,086	A	\$3.56 ⁽¹⁾	30,348	I	By Genworks Inc. ⁽⁷⁾
Common Shares								75,886	I	By wife

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
Stock Option (Right to Buy)	\$3.7 ⁽¹⁾	03/14/2017		M			18,004	(2)	06/26/2018	Common Shares	18,004	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.76 ⁽¹⁾	03/14/2017		M			25,720	(3)	12/31/2020	Common Shares	25,720	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.67 ⁽¹⁾	03/14/2017		M			5,144	(4)	12/31/2021	Common Shares	5,144	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.77 ⁽¹⁾	03/14/2017		M			4,115	(5)	12/31/2017	Common Shares	4,115	\$0.00	0	I	By Genworks Inc. ⁽⁷⁾
Stock Option (Right to Buy)	\$3.07 ⁽¹⁾	03/14/2017		M			4,629	(6)	12/31/2018	Common Shares	4,629	\$0.00	0	I	By Genworks Inc. ⁽⁷⁾

**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)	\$3.56 ⁽¹⁾	03/14/2017		M			3,086	(3)	12/31/2019	Common Shares	3,086	\$0.00	0	I	By Genworks Inc. ⁽⁷⁾

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 subject to the option fully vested on May 31, 2011.
- The shares subject to the option fully vested on December 31, 2013.
- The shares subject to the option fully vested on December 31, 2014.
- The shares subject to the option fully vested on December 31, 2011.
- The shares subject to the option fully vested on December 31, 2012.
- Michael Hayden is the president and principal beneficial shareholder of Genworks Inc.

/s/ Joanne Smartt, Attorney-in-fact 03/15/2017

** 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.