

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 8, 2020

XENON PHARMACEUTICALS INC.

(Exact name of Registrant as Specified in Its Charter)

Canada
(State or Other Jurisdiction
of Incorporation)

001-36687
(Commission File Number)

98-0661854
(IRS Employer
Identification No.)

200-3650 Gilmore Way
Burnaby, British Columbia, Canada
(Address of Principal Executive Offices)

V5G 4W8
(Zip Code)

Registrant's Telephone Number, Including Area Code: (604) 484-3300

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, without par value	XENE	The Nasdaq Stock Market LLC (The Nasdaq Global Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 9, 2020, the board of directors (the "Board") of Xenon Pharmaceuticals Inc. (the "Company"), based upon a recommendation from the Nominating and Corporate Governance Committee of the Board, voted to appoint Dr. Clarissa Desjardins as a director of the Company, effective as of January 13, 2020.

There are no transactions and no proposed transactions between Dr. Desjardins (or any member of her immediate family) and the Company (or its subsidiary), and there is no arrangement or understanding between Dr. Desjardins and any other person or entity pursuant to which Dr. Desjardins was appointed as a director of the Company.

Dr. Desjardins will participate in the Company's standard compensation plan for non-employee directors, including an initial stock option grant, which will be granted to Dr. Desjardins on January 13, 2020. The standard compensation plan for non-employee directors is described in the section titled "Director Compensation Policy" of the Company's definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on April 29, 2019.

In addition, on January 8, 2020, Dr. Richard Scheller, submitted his resignation from the Board, effective January 14, 2020. In submitting his resignation, Dr. Scheller did not express any disagreement on any matter relating to the Company's operations, policies or practices.

As a result of Dr. Scheller's resignation and Dr. Desjardins' appointment, Dr. Desjardins was appointed to the Board's Compensation Committee replacing Dr. Scheller effective as of January 13, 2020. Following Dr. Desjardins' appointment to the Board's Compensation Committee, the membership on the three standing committees of the Board is as follows:

Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Frank Holler (Chair)	Dr. Mohammad Azab (Chair)	Dr. Gary Patou (Chair)
Steven Gannon	Dr. Clarissa Desjardins	Dawn Svoronos
Michael Tarnow	Dr. Gary Patou	Michael Tarnow

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

XENON PHARMACEUTICALS INC.

Date: January 10, 2020

By: /s/ Ian Mortimer

Ian Mortimer

President & Chief Financial Officer