

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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* <u>AULIN SHERRY</u> (Last) (First) (Middle) <u>200 - 3650 GILMORE WAY</u> (Street) <u>BURNABY A1 V5G 4W8</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/03/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Xenon Pharmaceuticals Inc. [XENE]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
No securities are beneficially owned.	0	D ⁽¹⁾	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(2)	03/10/2026	Common Shares	32	7.49	D	
Stock Option (Right to Buy)	(3)	03/12/2027	Common Shares	813	8.4	D	
Stock Option (Right to Buy)	(4)	10/22/2027	Common Shares	2,292	3.1	D	
Stock Option (Right to Buy)	(5)	03/11/2028	Common Shares	6,511	4.75	D	
Stock Option (Right to Buy)	(6)	09/15/2029	Common Shares	18,334	9.44	D	
Stock Option (Right to Buy)	(7)	03/11/2030	Common Shares	22,000	11.58	D	
Stock Option (Right to Buy)	(8)	03/11/2031	Common Shares	22,000	20.55	D	

Explanation of Responses:

- Not applicable.
- The shares subject to the option fully vested on December 31, 2019.
- The shares subject to the option fully vested on December 31, 2020.
- Vested 25% on October 23, 2018 and remaining 75% vesting thereafter over the course of the next 3 years, in equal amounts, on the last day of each month.
- Vested 25% on January 1, 2019 and remaining 75% vesting thereafter over the course of the next 3 years, in equal amounts, on the last day of each month.
- The shares subject to the option vest each monthly anniversary of the September 16, 2019 vesting commencement date over 3 years.
- Vested 25% on January 1, 2021 and remaining 75% vesting thereafter over the course of the next 3 years, in equal amounts, on the last day of each month.
- Vesting 25% on January 1, 2022 and 75% vesting thereafter over the course of the next 3 years, in equal amounts, on the last day of each month.

Remarks:

/s/ Cassandra Robinson, 06/03/2021
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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Xenon Pharmaceuticals Inc. (the "Company"), hereby constitutes and appoints each of the responsible attorneys and paralegals of Wilson Sonsini Goodrich & Rosati, Professional Corporation, specifically Barbara Mery of Wilson Sonsini Goodrich & Rosati, Professional Corporation, and each of Emmanuelle Vallee, Cassandra Robinson, and Ilona Lo, of the Company, the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms ID, 3,4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of May, 2021.

Signature: /s/ Sherry Aulin
Sherry Aulin