

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): March 10, 2015

**Xenon Pharmaceuticals Inc.**

(Exact Name of Registrant as Specified in Charter)

**Canada**  
(State or Other Jurisdiction of Incorporation)

**001-36687**  
(Commission File Number)

**98-0661854**  
(I.R.S. Employer Identification Number)

**200-3650 Gilmore Way**  
**Burnaby, British Columbia V5G 4W8**  
**Canada**  
(Address of principal executive offices including zip code)

**(604) 484-3300**  
(Registrant's telephone number, including area code)

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(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:

- 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))

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

Board of Directors

Effective March 16, 2015, 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 Richard H. Scheller, Ph.D., as a director of the Company. Dr. Scheller was not appointed to any committees of the Board in connection with his initial appointment as a director.

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

Dr. Scheller will participate in the Company's standard compensation plan for non-employee directors, which is described in the section entitled "Management" of the Company's Prospectus dated November 4, 2014, filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Registration Statement on Form S-1, as amended (File No. 333-198666).

In addition, on March 10, 2015, director Evan Stein, provided notice to the Board that he would not stand for reelection to the Board at the Company's 2015 annual meeting of shareholders.

A press release announcing Dr. Scheller's appointment to the Board is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Appointment of Chief Operating Officer

Effective March 12, 2015, the Board appointed Mr. Ian Mortimer, 39, the Company's current Chief Financial Officer, as the Company's Chief Operating Officer. Mr. Mortimer will continue in his position as Chief Financial Officer. The compensatory and other material terms of Mr. Mortimer's offer letter with the Company, dated October 3, 2014, will remain unchanged.

Mr. Mortimer has served as the Company's Chief Financial Officer since October 2013. Prior to joining the Company, Mr. Mortimer served as Executive Vice President and Chief Financial Officer at Tekmira Pharmaceuticals Corporation, a NASDAQ-listed biotechnology company focused on the development of RNA interference therapeutic drugs, from 2007 until October 2013. Mr. Mortimer was responsible for all aspects of Tekmira's finance and capital markets activities and led Tekmira's listing on NASDAQ in 2010. From 2004 to 2007, Mr. Mortimer was Chief Financial Officer at Inex Pharmaceuticals and held various other positions at Inex Pharmaceuticals from 1997 to 2004. Mr. Mortimer has an M.B.A. from Queen's University, a B.Sc. in Microbiology from the University of British Columbia and is a Chartered Professional Accountant, Certified Management Accountant.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**  
**Exhibit Number**  
99.1

**Description**  
Press release dated March 16, 2015.

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**SIGNATURE**

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.

Date: March 16, 2015

**Xenon Pharmaceuticals Inc.**

By: /s/ IAN MORTIMER  
Ian Mortimer  
Chief Financial Officer and Chief Operating Officer

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**EXHIBIT INDEX**

**Exhibit Number**  
99.1

**Description**  
Press Release dated March 16, 2015.

## **Xenon Pharmaceuticals Appoints Dr. Richard H. Scheller to Its Board of Directors**

BURNABY, British Columbia, March 16, 2015 (GLOBE NEWSWIRE) -- Xenon Pharmaceuticals Inc. (Nasdaq:XENE), a clinical-stage biopharmaceutical company, today announced that Richard H. Scheller, Ph.D., has been appointed to its Board of Directors. Dr. Scheller is a globally recognized leader in biomedical research, and the former Executive Vice President of Research and Early Development at Genentech, where he was responsible for setting the strategy for Genentech's research and drug discovery activities, and was involved in the successful development and approval of important biotechnology products. Dr. Scheller was recently appointed as Chief Science Officer and Head of Therapeutics at 23andMe.

Mr. Michael Tarnow, Xenon's Chair of the Board, said, "Richard's extensive industry experience, including at Genentech and Roche, and his in-depth understanding of biopharmaceutical drug development and strategy across therapeutic areas, particularly in neuroscience, will be valuable assets to Xenon, as our programs advance and reach important inflection and decision points."

Dr. Simon Pimstone, Xenon's President and Chief Executive Officer, said, "Richard joins our Board of Directors at an exciting period of progress for our company, as our partnered programs and proprietary pipeline of internally discovered small molecule candidates are advancing in development, and as we continue to leverage our Extreme Genetics® and ion channel discovery platform to identify additional novel targets."

Dr. Scheller was recently appointed as Chief Science Officer and Head of Therapeutics at 23andMe. He previously served as Executive Vice President – Genentech Research and Early Development and Member of the Roche Corporate Executive Committee where he led Genentech's research strategy, drug discovery and early drug development activities. Prior to that, he held the positions of Chief Scientific Officer, Executive Vice President of Research and Senior Vice President of Research at Genentech. Dr. Scheller is currently an Adjunct Professor in the Department of Biochemistry and Biophysics, School of Medicine at the University of California, San Francisco. He previously served as a Professor of Molecular and Cellular Physiology and of Biological Sciences at Stanford University Medical Center, and as an investigator of the Howard Hughes Medical Institute.

Dr. Scheller's work has earned him numerous fellowships, awards and honors. In 2013, Dr. Scheller received the prestigious Albert Lasker Basic Medical Research Award for discoveries concerning the molecular machinery and regulatory mechanism that underlie the rapid release of neurotransmitters. Other awards and honors include the 1997 National Academy of Sciences Award in Molecular Biology, the Alan T. Waterman Award from the National Science Foundation, the National Academy of Sciences Award in Molecular Biology, and the Kavli Prize in Neuroscience. He is a Member of the National Academy of Sciences and a Fellow of the American Academy of Arts and Sciences. He has served on numerous advisory boards, including the National Advisory Mental Health Council of the National Institutes of Health, as well as on multiple corporate boards. Dr. Scheller has published more than 200 papers in peer-reviewed scientific journals.

Dr. Scheller holds a Doctorate in Chemistry from the California Institute of Technology where he was also a Postdoctoral Fellow, Division of Biology. He was also a Postdoctoral Fellow at Columbia University, College of Physicians & Surgeons, in Molecular Neurobiology. He has a Bachelor's Degree in Biochemistry from the University of Wisconsin, Madison.

### **About Xenon Pharmaceuticals Inc.**

Xenon is a clinical-stage biopharmaceutical company discovering and developing a pipeline of differentiated therapeutics for orphan indications that it intends to commercialize on its own and for larger market indications that the company intends to partner with global pharmaceutical companies. Xenon has built a core enabling discovery platform, referred to as Extreme Genetics®, for the discovery of validated drug targets by studying rare human diseases with extreme traits, including diseases caused by mutations in ion channels, known as channelopathies. Xenon's Extreme Genetics® platform has yielded the first approved gene therapy product in the European Union and a broad development pipeline and multiple pharmaceutical partnerships, including with Teva and Genentech. For more information, please visit [www.xenon-pharma.com](http://www.xenon-pharma.com).

### **Safe Harbor Statement**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995 and Canadian securities laws. These forward-looking statements are not based on historical fact, and include statements regarding the progress and potential of ongoing development programs, including those in pain and epilepsy, and the plans of our collaboration partners. These forward-looking statements are based on current assumptions that involve risks, uncertainties and other factors that may cause the actual results, events or developments to be materially different from those expressed or implied by such forward-looking statements. These risks and uncertainties, many of which are beyond our control, include, but are not limited to: clinical trials may not demonstrate safety and efficacy of any of our or our collaborators' product candidates; our Extreme Genetics® discovery platform may not yield additional product candidates; any of our or our collaborators' product candidates may fail in development, may not receive required regulatory approvals, or may be delayed to a point where they are not commercially viable; we may not achieve additional milestones pursuant to our collaboration agreements; the impact of competition; adverse conditions in the general domestic and global economic markets; as well as the other risks identified in our filings with the Securities and Exchange Commission and the securities commissions in British Columbia, Alberta and Ontario. These forward-looking statements speak only as of the date hereof and we assume no obligation to update these forward-looking statements, and readers are cautioned not to place undue reliance on such forward-looking statements.

The Xenon logo and "Extreme Genetics" are registered trademarks or trademarks of Xenon Pharmaceuticals Inc. in various jurisdictions.

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