

## 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>Bridger Gary</u>	2. Date of Event Requiring Statement (Month/Day/Year) 11/04/2014	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>EVP, Research &amp; Development</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>C/O XENON PHARMACEUTICALS INC.</u> <u>200 - 3650 GILMORE WAY</u>			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
(Street) <u>BURNABY A1 V5G 4W8</u>			
(City) (State) (Zip)			

## 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)
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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)	(1)	01/13/2023	Common Shares	41,152 <sup>(2)</sup>	2.71 <sup>(3)</sup>	D	
Stock Option (Right to Buy)	(4)	01/13/2024	Common Shares	10,288 <sup>(2)</sup>	9.85 <sup>(5)</sup>	D	

## Explanation of Responses:

- 25% of the shares subject to the Option vested on the one year anniversary of January 14, 2013 (the "2013 Vesting Commencement Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the 2013 Vesting Commencement Date.
- Reflects a 1-for-4.86 reverse stock split of the Issuer's outstanding shares effected October 1, 2014 (the "Reverse Stock Split").
- The exercise price was converted from \$2.67 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.
- 25% of the shares subject to the Option will vest on the one year anniversary of January 14, 2014 (the "2014 Vesting Commencement Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the 2014 Vesting Commencement Date.
- The exercise price was converted from \$10.78 CAD using the closing rate of exchange of the Bank of Canada on the date of grant, after giving effect to the Reverse Stock Split. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.

## Remarks:

/s/ Barbara Mery, Attorney-in-fact for Gary Bridger 11/04/2014

\*\* 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 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 Wilson Sonsini Goodrich & Rosati, P.C., 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 9th day of October, 2014.

Signature: /s/ Gary Bridger

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Gary Bridger