

Xencor Inc  
Form 8-K  
June 11, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **June 9, 2015**

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**XENCOR, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**001-36182**  
(Commission File No.)

**20-1622502**  
(IRS Employer Identification No.)

**111 West Lemon Avenue**  
**Monrovia, California 91016**

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(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(626) 305-5900**

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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))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 9, 2015, we held our 2015 Annual Meeting of Stockholders, or Annual Meeting. As of April 14, 2015, the record date for the Annual Meeting, 40,358,140 shares of common stock were outstanding and entitled to vote at the Annual Meeting. A summary of the matters voted upon by stockholders at the Annual Meeting is set forth below.

**Proposal 1. Election of Directors**

Our stockholders elected the seven persons listed below as directors, each to serve until our 2016 Annual Meeting of Stockholders and until their successors are duly elected and qualified. The final voting results are as follows:

	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Dr. Bruce L.A. Carter	32,099,720	70,312	4,443,640
Mr. Robert Baltera, Jr.	32,113,443	56,589	4,443,640
Dr. Bassil I. Dahiyat	32,156,474	13,558	4,443,640
Mr. Jonathan Fleming	32,156,020	14,012	4,443,640
Mr. Kurt Gustafson	32,075,519	94,513	4,443,640
Dr. A. Bruce Montgomery	32,075,519	94,513	4,443,640
Mr. John S. Stafford III	31,766,857	403,175	4,443,640

**Proposal 2. Ratification of the Selection of Independent Registered Public Accounting Firm**

Our stockholders ratified the selection by our Audit Committee of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015. The final voting results are as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
36,599,543	7,846	6,283	0

**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.

Date: June 11, 2015

**XENCOR, INC.**

By:

/s/ Lloyd A. Rowland  
Lloyd A. Rowland  
Senior Vice President and General Counsel