

Xencor Inc
Form 8-K
June 11, 2015

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): **June 9, 2015**

XENCOR, INC.

(Exact name of registrant as specified in its charter)

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**

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:

| | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------------|------------------|-----------------------|-------------------------|
| 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:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 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