SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
RANIERI RICHARD J	Xencor Inc [XNCR]	☑ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)
(Last) (First) (Middle) C/O XENCOR, INC. 465 N HALSTEAD STREET, SUITE 200	Foreign Trading Symbol	
(Street) PASADENA CA 91107	3. Date of Earliest Transaction (Month/Day/Year) 11/10/2026	6. Individual or Joint/Group Filing (Check Applicable Line) ☑ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/10/2026		M		15,000	A	$23.04	39,011	D	
Common Stock	11/10/2026		M		21,412	A	$26.58	60,423	D	
Common Stock	11/10/2026		M		11,971	A	$21.31	72,394	D	
Common Stock	11/10/2026		M		27,372	A	$9.43	99,766	D	
Common Stock	11/10/2026		S		70,080	D	$39.2(1)	29,686	D	
Common Stock	11/10/2026		S		11,172	D	$39.59(2)	18,514	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	$23.04	11/10/2026		M			15,000	(3)	12/18/2027	Common Stock	15,000	$0	0	D	
Stock Option (Right to Buy)	$26.58	11/10/2026		M			21,412	(4)	06/23/2032	Common Stock	21,412	$0	0	D	
Stock Option (Right to Buy)	$21.31	11/10/2026		M			11,971	(5)	06/13/2034	Common Stock	11,971	$0	0	D	
Stock Option (Right to Buy)	$9.43	11/10/2026		M			27,372	(6)	06/12/2035	Common Stock	27,372	$0	0	D	

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $38.50 to $39.50, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $39.51 to $39.76, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

3. 25% of the shares subject to the option vested on the one year anniversary of December 18, 2017 (the "Vesting Commencement Date"), and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on the four year anniversary of the Vesting Commencement Date.

4. 25% of the shares subject to the option vested on the one year anniversary of June 23, 2022 (the "Vesting Commencement Date"), and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on the four year anniversary of the Vesting Commencement Date.

5. The shares subject to the option vested in equal monthly installments over one year beginning on the one-month anniversary of June 13, 2024, such that the total number of shares was fully vested on June 13,

2025.

6. The shares subject to the option vested in equal monthly installments over one year beginning on the one-month anniversary of June 12, 2025, such that the total number of shares was fully vested on June 12, 2026.

Remarks:

/s/ Celia E. Eckert, Attorney-in-Fact	11/12/2026
** 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 4 (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.