

XENCOR INC
Filed by
STAFFORD JOHN S III

FORM SC 13D/A
(Amended Statement of Beneficial Ownership)

Filed 02/14/17

Address	111 WEST LEMON AVE MONROVIA, CA 91016
Telephone	626-305-5900
CIK	0001326732
Symbol	XNCR
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A
(Amendment No. 3)

Under the Securities Exchange Act of 1934

Xencor, Inc

(Name of Issuer)

Common Stock

(Title of Class of Securities)

98401F 105

(CUSIP Number)

John S. Stafford III
350 N. Orleans Street, Suite 2N
Chicago, IL 60654
312-244-5000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note : Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Name of Reporting Persons John S. Stafford III ("Stafford")	
<hr/>		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
(a)	<input type="checkbox"/>	
(b)	<input type="checkbox"/>	
<hr/>		
3.	SEC Use Only	
<hr/>		
4.	Source of Funds (See Instructions) PF	
<hr/>		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
<hr/>		
6.	Citizenship or Place of Organization United States	
<hr/>		
	7. Sole Voting Power 7,000,000 (1)	
<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	8. Shared Voting Power 0	
	<hr/>	
	9. Sole Dispositive Power 7,000,000 (1)	
<hr/>		
	10. Shared Dispositive Power 0	
<hr/>		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 7,000,000	
<hr/>		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
<hr/>		
13.	Percent of Class Represented by Amount in Row 11 15.3% (2)	
<hr/>		

14. Type of Reporting Person (See Instructions)
IN

- (1) 2,000,000 shares are held by Ronin Trading, LLC (“Ronin Trading”), a limited liability company owned and managed by Stafford. 4,992,500 shares are held in a Class C Capital Account of John S. Stafford, III at Ronin Capital, LLC (“Ronin Capital”), a limited liability company owned and managed by Mr. Stafford. Mr. Stafford is the indirect beneficial owner of all of the shares of common stock of the Issuer held of record by Ronin Capital and Ronin Trading.
- (2) This percentage is calculated based upon the 45,723,851 shares of the Issuer’s Common Stock reported to be outstanding as of December 6, 2016 on the Issuer’s Rule 424(b) prospectus filed with the Securities and Exchange Commission on December 1, 2016.

1.	Name of Reporting Persons Ronin Capital, LLC
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2.	Check the Appropriate Box if a Member of a Group (See Instructions)
(a)	<input type="checkbox"/>
(b)	<input type="checkbox"/>

3.	SEC Use Only
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4.	Source of Funds (See Instructions) N/A
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5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
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6.	Citizenship or Place of Organization Delaware
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	7. Sole Voting Power 4,992,500 (1)
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Number of Shares Beneficially Owned by Each Reporting Person With	8. Shared Voting Power 0
	9. Sole Dispositive Power 4,992,500 (1)
	10. Shared Dispositive Power 0

11.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,992,500
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12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
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13.	Percent of Class Represented by Amount in Row 11 10.9% (2)
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14. Type of Reporting Person (See Instructions)
OO

- (1) The shares are held in a Class C Capital Account of John S. Stafford, III at Ronin Capital. Mr. Stafford is the indirect beneficial owner of all of the shares of common stock of the Issuer held of record by Ronin Capital.
- (2) This percentage is calculated based upon the 45,723,851 shares of the Issuer's Common Stock reported to be outstanding as of December 6, 2016 on the Issuer's Rule 424(b) prospectus filed with the Securities and Exchange Commission on December 1, 2016.

1.	Name of Reporting Persons Ronin Trading, LLC
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2.	Check the Appropriate Box if a Member of a Group (See Instructions)
(a)	<input type="checkbox"/>
(b)	<input type="checkbox"/>

3.	SEC Use Only
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4.	Source of Funds (See Instructions) N/A
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5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
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6.	Citizenship or Place of Organization Delaware
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	7. Sole Voting Power 2,000,000 (1)
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Number of Shares Beneficially Owned by Each Reporting Person With	8. Shared Voting Power 0
	9. Sole Dispositive Power 2,000,000 (1)
	10. Shared Dispositive Power 0

11.	Aggregate Amount Beneficially Owned by Each Reporting Person 0
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12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
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13.	Percent of Class Represented by Amount in Row 11 4.4% (2)
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14. Type of Reporting Person (See Instructions)
OO

- (1) The shares are held by Ronin Trading. Mr. Stafford is the indirect beneficial owner of all of the shares of common stock of the Issuer held of record by Ronin Trading.
- (2) This percentage is calculated based upon the 45,723,851 shares of the Issuer's Common Stock reported to be outstanding as of December 6, 2016 on the Issuer's Rule 424(b) prospectus filed with the Securities and Exchange Commission on December 1, 2016.

Item 1. Security and Issuer.

This Amendment No. 3 to Schedule 13D is being filed as an amendment to the initial statement on Schedule 13D relating to the Common Stock, \$0.01 par value per share (“Common Stock”) of Xencor, Inc., a Delaware corporation (the “Issuer” or “Xencor”) as filed with the Securities and Exchange Commission (the “SEC”) on December 16, 2013 (the “Schedule 13D”), as amended by Amendment No. 1 filed June 20, 2014, as amended by Amendment No. 1 filed December 1, 2015. The principal executive offices of the Issuer are located at 111 West Lemon Avenue, 2nd Floor, Monrovia, CA 91016. The Schedule 13D is hereby further amended and supplemented as follows:

Item 2. Identity and Background.

Items 2(a) through 2(f) of the Schedule 13D are amended to read as follows:

- (a) This Schedule 13D is being filed by John S. Stafford III (“Mr. Stafford”), Ronin Capital, LLC (“Ronin Capital”) and Ronin Trading, LLC, a Delaware limited liability company (“Ronin Trading”) (together, the “Reporting Persons”).
- (b) The business address for the Reporting Persons is 350 N. Orleans, 2N, Chicago, IL 60654.
- (c) Ronin Trading and Ronin Capital are each engaged in the business of proprietary trading. Mr. Stafford is employed as Chief Executive Officer and President of each of Ronin Capital and Ronin Trading located at 350 N. Orleans Street, Suite 2N, Chicago, IL 60654.
- (d) During the past five years, the Reporting Persons have not been convicted in any criminal proceeding (excluding traffic violations and similar misdemeanors).
- (e) During the past five years, the Reporting Persons have not been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.
- (f) Mr. Stafford is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is amended to add the additional disclosure as follows:

Subsequent to the filing of Amendment No. 2 to the Schedule 13D, the Reporting Persons engaged in the following transactions with respect to the Issuer’s Common Stock:

- On December 3, 2015, Mr. Stafford sold 30,000 shares at prices ranging from \$14.50 to \$16.51 per share;
- On January 29, 2016, Ronin Capital purchased 25 shares for \$10.8299 per share. As the shares were determined to be a matching transaction with Mr. Stafford’s purchases on December 3, 2015 to the extent of these 25 shares, Ronin Capital sold these 25 shares on February 1, 2016 for \$10.79 per share and Mr. Stafford disgorged \$107.50 to the Issuer in accordance with Section 16(b) of the Exchange Act;
- On April 29, 2016, Mr. Stafford transferred 5,257,240 shares to his Class C Capital Account at Ronin Capital for no consideration;

- On August 9, 2016, Ronin Capital sold 10,000 shares at prices ranging from \$21.86 to \$21.90 per share;
- On August 10, 2016, Ronin Capital sold 10,000 shares at prices ranging from \$21.54 to \$21.91 per share;
- On August 11, 2016, Ronin Capital sold 10,000 shares at prices ranging from \$21.97 to \$22.05 per share;
- On August 15, 2016, Ronin Capital sold 10,000 shares at prices ranging from \$22.96 to \$23.15 per share;
- On August 22, 2016, Ronin Capital sold 59,863 shares at prices ranging from \$21.52 to \$21.95 per share;
- On August 23, 2016, Ronin Capital sold 36,965 shares at prices ranging from \$21.64 to \$21.78 per share;
- On August 26, 2016, Ronin Capital sold 24,351 shares at prices ranging from \$21.40 to \$21.56 per share;
- On September 23, 2016, Ronin Capital sold 7,000 shares at prices ranging from \$25.06 to \$25.61 per share;
- On September 26, 2016, Ronin Capital sold 2,225 shares at prices ranging from \$25.04 to \$25.10 per share;
- On September 27, 2016, Ronin Capital sold 30,775 shares at prices ranging from \$25.66 to \$26.05 per share; and
- On December 6, 2016, Ronin Capital sold 63,061 shares at prices ranging from \$27.00 to \$28.41 per share.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is amended as follows:

All Xencor shares owned by the Reporting Persons have been acquired for investment purposes. The Reporting Persons may purchase additional securities of the Issuer from time to time in open market or private transactions. In addition, the Reporting Persons may dispose of all or a portion of the securities of the Issuer at any time. The Reporting Persons reserve the right to increase or decrease their holdings on such terms and at such times as they may decide.

Other than as described above in this Item 4, the Reporting Persons do not have any plan or proposal relating to or that would result in: (a) the acquisition by any person of additional securities of the Issuer or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or terms of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure including but not limited to, if the issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by Section 13 of the Investment Company Act of 1940; (g) any changes in the Issuer's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to

be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or (j) any action similar to those enumerated above.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is amended as follows:

The following information with respect to the ownership of the Common Stock of the Issuer by the Reporting Persons filing this Schedule 13D is provided as of December 31, 2016:

- (a) The Reporting Persons beneficially own 7,000,000 shares of the Common Stock of the Issuer, or approximately 15.3% of the Issuer's outstanding Common Stock.
- (b) Ronin Capital has sole power to vote and dispose of the securities of the Issuer held by it. As owner and manager of Ronin Capital, Mr. Stafford remains the indirect beneficial owner of the securities of the Issuer and has sole voting and dispositive power over these securities.
- (c) The Reporting Persons have not effected any other transactions in the Issuer's Common Stock within the past sixty days, except as provided herein.
- (d) Not applicable.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None.

Item 7. Material to be Filed as Exhibits.

- A. Agreement regarding joint filing of Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2017

RONIN TRADING, LLC

By: /s/ Agnes Burda
Name: Agnes Burda
Title: Chief Compliance Officer

/s/ John S. Stafford, III
JOHN S. STAFFORD, III

RONIN CAPITAL, LLC

By: /s/ Agnes Burda
Name: Agnes Burda
Title: Chief Compliance Officer

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001)

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock of Xencor, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 14 th day of February, 2017.

RONIN TRADING, LLC

By: /s/ Agnes Burda
Name: Agnes Burda
Title: Chief Compliance Officer

/s/ John S. Stafford, III
JOHN S. STAFFORD, III

RONIN CAPITAL, LLC

By: /s/ Agnes Burda
Name: Agnes Burda
Title: Chief Compliance Officer
