

**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 1, 2023**

**XENON PHARMACEUTICALS INC.**

(Exact name of Registrant as Specified in Its Charter)

**Canada**  
(State or Other Jurisdiction  
of Incorporation)

**001-36687**  
(Commission File Number)

**98-0661854**  
(IRS Employer  
Identification No.)

**200-3650 Gilmore Way**  
**Burnaby, British Columbia, Canada**  
(Address of Principal Executive Offices)

**V5G 4W8**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (604) 484-3300**

**Not Applicable**

(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Shares, without par value	XENE	The Nasdaq Stock Market LLC (The Nasdaq Global Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On June 1, 2023, Xenon Pharmaceuticals Inc. (the “Company”) held its 2023 Annual Meeting of Shareholders (the “Annual Meeting”). At the Annual Meeting, 52,798,358 of the Company’s common shares, or approximately 83.65% of the total common shares entitled to vote, were present or represented by proxies and voted on the following four proposals, each of which is described in more detail in the Company’s Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission and the securities commissions in British Columbia, Alberta and Ontario on April 27, 2023 (the “Proxy Statement”):

*Proposal One – Election of Directors.* The following nominees were elected as directors to serve until the 2024 annual meeting of shareholders or until their respective successors are duly elected and qualified:

	For	Against	Broker Non-Votes
Simon Pimstone	49,766,312	1,105,033	1,927,013
Dawn Svoronos	50,657,151	214,194	1,927,013
Mohammad Azab	49,442,996	1,428,349	1,927,013
Steven Gannon	50,683,492	187,853	1,927,013
Elizabeth Garofalo	50,657,402	213,943	1,927,013
Patrick Machado	48,515,986	2,355,359	1,927,013
Ian Mortimer	50,663,448	207,897	1,927,013
Gary Patou	48,629,611	2,241,734	1,927,013

*Proposal Two – Advisory Vote on Compensation of Named Executive Officers (“Say-on-Pay”).* The compensation of the Company’s named executive officers, on an advisory basis, was approved as follows:

For	Against	Abstain	Broker Non-Votes
44,167,661	6,700,364	3,320	1,927,013

*Proposal Three – Appointment of Auditor.* The appointment of KPMG LLP as the Company’s independent registered public accounting firm for the ensuing year was approved as follows:

For	Withheld	Broker Non-Votes
51,532,487	1,265,871	0

*Proposal Four – Remuneration of Auditor.* The authority of the audit committee of the Board to set the remuneration of the auditor for the ensuing year was approved as follows:

For	Against	Abstain	Broker Non-Votes
50,683,345	284,460	2,832	1,827,721

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**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.

**XENON PHARMACEUTICALS INC.**

Date: June 2, 2023

By: /s/ Sherry Aulin

Sherry Aulin

Chief Financial Officer

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