SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person* **HAN QUEENA** (Last) (First) (Middle) **8201 E RIVERSIDE DRIVE** **BLDG 4 STE 100** (Street) **AUSTIN** **TX** **78744** (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol **XBiotech Inc.** [**xbit**] 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2015 4. If Amendment, Date of Original Filed (Month/Day/Year) 12/22/2015	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner X Officer (give title below) ___ Other (specify below) **VP Finance / HR** 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

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 Shares	12/18/2015		M		10,000	A	$0.72	10,000	D	
Common Shares	12/18/2015		S		7,700	D	$10.51[1]	2,300	D	
Common Shares	12/18/2015		S		2,300	D	$11.055[2]	0	D	
Common Shares	12/21/2015		M		10,000	A	$0.72	10,000	D	
Common Shares	12/21/2015		S		7,110	D	$10.1058[3]	2,890	D	
Common Shares	12/21/2015		S		2,890	D	$10.645[4]	0	D	
Common Shares	12/22/2015		M		10,000	A	$0.72	10,000	D	
Common Shares	12/22/2015		S		10,000	D	$10.2473[5]	0	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	$0.72[6]	12/16/2015		M			10,000	12/10/2007	12/09/2016	Commom Shares	10,000	$0	40,000	D	
Stock Option	$0.72	12/21/2015		M			10,000	12/10/2007	12/09/2016	Commom Shares	10,000	$0	30,000	D	
Stock Option	$0.72	12/22/2015		M			10,000	12/10/2007	12/09/2016	Commom Shares	10,000	$0	20,000	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from $10.23 to $10.70. The price reported reflects the weighted average sale price. The Reporting Person has provided to the Issuer and will provide to any shareholder of the Issuer, or to the SEC Staff, upon request, information regarding the number of shares sold at each price within the range.

2. This transaction was executed in multiple trades at prices ranging from $10.76 to $11.33. The price reported reflects the weighted average sale price. The Reporting Person has provided to the Issuer and will provide to any shareholder of the Issuer, or to the SEC Staff, upon request, information regarding the number of shares sold at each price within the range.

3. This transaction was executed in multiple trades at prices ranging from $9.80 to $10.36. The price reported reflects the weighted average sale price. The Reporting Person has provided to the Issuer and will provide to any shareholder of the Issuer, or to the SEC Staff, upon request, information regarding the number of shares sold at each price within the range.

4. This transaction was executed in multiple trades at prices ranging from $10.39 to $10.97. The price reported reflects the weighted average sale price. The Reporting Person has provided to the Issuer and will provide to any shareholder of the Issuer, or to the SEC Staff, upon request, information regarding the number of shares sold at each price within the range.

5. This transaction was executed in multiple trades at prices ranging from $10.01 to $10.7359. The price reported reflects the weighted average sale price. The Reporting Person has provided to any shareholder of the Issuer, or to the SEC Staff, upon request, information regarding the number of shares sold at each price within the range.

6. The stock option exercise price was CAD$1.00, which is equivalent of USD$0.72.

Remarks:

Stock Options were vested 50% over 2 years with vesting date of 12/10/2006

/S/ Queena Han   12/23/2015

** 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).