

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

XBIOTECH INC.

(Exact name of registrant as specified in its charter)

British Columbia, Canada

(State or other jurisdiction of incorporation or organization)

Not Applicable

(I.R.S. Employer Identification Number)

5217 Winnebago Lane

Austin, TX 78744

(512) 386-2900

(Address, including zip code, and telephone number, including area code of registrant's principal executive offices)

John Simard

President and Chief Executive Officer

5217 Winnebago Lane

Austin, TX 78744

(512) 386-2900

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

John F. Anderson, Esq.

Stikeman Elliott LLP

Suite 1700, Park Place

666 Burrard Street

Vancouver, BC Canada V6C 2X8

(604) 631-1307

David Andersen

Bryan Cave Leighton Paisner LLP

120 Broadway, Suite 300

Santa Monica, CA 90401

(310) 576-2161

Approximate date of commencement of proposed sale to the public: **From time to time after the effective date of this Registration Statement.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-213218

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	x
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	x

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 7(a)(2)(B) of Securities Act.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	XBIT	NASDAQ Global Select Market

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount to be Registered (1)	Proposed Maximum Aggregate Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common shares, no par value per share	865,547	\$8.95	\$7,746,645.65	\$938.90

- The registrant previously registered 7,000,000 common shares on the Registration Statement Form S-3 (File No. 333-213218), which was declared effective on September 1, 2016 (the "Prior Registration Statement"). In accordance with Rule 462(b) under the Securities Act, the registrant is hereby registering an additional 865,547 common shares. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Prior Registration Statement exceed that registered under such registration statements.
- Estimated solely for the purpose of calculating the registration fee under Rule 457(c) of the Securities Act. Such price per share is the average of the high and low prices for the registrant's common stock on the NASDAQ Global Select Market on May 30, 2019.

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION  
IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.**

## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-3 is being filed by XBiotech Inc. (the "Company") with the Securities and Exchange Commission to register an additional 865,547 common shares pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV of Form S-3. This Registration Statement incorporates by reference the contents of the Company's Registration Statement on Form S-3 (File No. 333-213218) including each of the amendments, supplements and exhibits thereto filed by the Company with the Securities and Exchange Commission and incorporated or deemed to be incorporated by reference therein. The required opinions and consents are listed on the Exhibit Index attached to and filed with this Registration Statement.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on this Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Austin, State of Texas, on May 31, 2019.

### XBIOTECH INC.

/s/ JOHN SIMARD

John Simard  
President and Chief Executive  
Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1933, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature and Title</u>	<u>Date</u>
<u>/s/ JOHN SIMARD</u> John Simard Chief Executive Officer (Principal Executive Officer) and Director	May 31, 2019
<u>/s/ QUEENA HAN</u> Queena Han Vice President, Finance and Human Resources, and Secretary (Principal Financial Officer and Principal Accounting Officer)	May 31, 2019
<u>/s/ W. THORPE MCKENZIE</u> W. Thorpe McKenzie Director	May 31, 2019
<u>/s/ JAN-PAUL WALDIN</u> Jan-Paul Waldin, Esq. Director	May 31, 2019
<u>/s/ DONALD MACADAM</u> Donald MacAdam Director	May 31, 2019

## EXHIBIT INDEX

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**Exhibit  
Number**

**Description of Document**

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<a href="#">5.1</a>	<a href="#">Opinion of Stikeman Elliott LLP</a>
<a href="#">23.1</a>	<a href="#">Consent of Ernst &amp; Young LLP, Independent Auditors</a>
23.2	Consent of Stikeman Elliott LLP (contained in Exhibit 5.1 hereto)
24.1 *	Powers of Attorney

\* Previously filed as Exhibit 24.1 to the registrant's the Registration Statement Form S-3 (File No. 333-213218), which was filed with the Securities and Exchange Commission on August 19, 2016, and incorporated herein by reference.

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# Stikeman Elliott

Stikeman Elliott LLP  
Barristers & Solicitors  
Suite 1700, Park Place  
666 Burrard Street  
Vancouver, BC Canada V6C 2X8

Main: 604 631 1300  
Fax: 604 681 1825  
www.stikeman.com

May 31, 2019

XBiotech Inc.  
8201 E. Riverside Drive  
Building 4, Suite 100  
Austin, Texas  
USA 78744

Dear Sirs/Mesdames:

**Re: XBiotech Inc. – Registration Statement on Form S-3**

We have acted as Canadian counsel to XBiotech Inc. (the “**Company**”) ), a British Columbia company, in connection with the filing by the Company with the United States Securities and Exchange Commission (the “**SEC**”) of a registration statement on Form S-3 (the “**Registration Statement**”) relating to the registration pursuant to the United States Securities Act of 1933, as amended (the “**Securities Act**”), of up to 865,547 common shares without par value in the capital of the Company (the “**Common Shares**”), which may be issued and sold by the Company as contemplated in the Registration Statement. The Company previously registered 7,000,000 common shares in the capital of the Company on the Registration Statement Form S-3 (File No. 333-213218), which was declared effective on September 1, 2016 (the “**Prior Registration Statement**”). In accordance with Rule 462(b) under the Securities Act, the offering and sale of the additional 865,547 Common Shares are registered by the Registration Statement.

This opinion is being delivered in connection with the Registration Statement, accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

For the purposes of this opinion, we have examined, among other things, the Registration Statement and a certificate of a representative of the Company (the “**Officer’s Certificate**”). We have also considered such questions of law and examined such statutes, regulations, orders, certificates, records of corporate proceedings and other documents as we have considered necessary for the purpose of rendering this opinion.

In examining all documents and in providing our opinions below we have assumed that:

- (a) all individuals had the requisite legal capacity;
  - (b) all signatures are genuine;
  - (c) all documents submitted to us as originals are complete and authentic and all photostatic, certified, telecopied, notarial or other copies conform to the originals;
  - (d) all facts set forth in the official public records, certificates and documents supplied by public officials or otherwise conveyed to us by public officials are complete, true and accurate as of the date hereof;
  - (e) the certificate of continuance of the Company is conclusive evidence that the Company is incorporated under the *Business Corporations Act* (British Columbia); and
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## Stikeman Elliott

- (f) all facts set forth in the certificates supplied by the respective officers and directors of the Company, including the Officer's Certificate, are complete, true and accurate as of the date hereof.

Our opinion below is expressed only with respect to the laws of the Province of British Columbia and of the laws of Canada applicable therein in effect on the date of this opinion. We have no responsibility or obligation to: (i) update this opinion, (ii) take into account or inform the addressee or any other person of any changes in law, facts or other developments subsequent to this date that do or may affect the opinions we express, or (iii) advise the addressee or any other person of any other change in any matter addressed in this opinion. Nor do we have any responsibility or obligation to consider the applicability or correctness of this opinion to any person other than the addressee.

Based on the above, we are of the opinion that when: (a) the issuance and sale of any Common Shares pursuant to the Registration Statement has been duly authorized by the board of directors of the Company, and (b) the full consideration for the issuance fixed by the board of directors has been received by the Company, the Common Shares will be validly issued as fully paid and non-assessable shares in the capital of the Company.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC.

Yours truly,  
"Stikeman Elliott LLP"

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**Consent of Independent Registered Public Accounting Firm**

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-3 No. 333-213218), the Registration Statement pursuant to Rule 462(b) under the Securities Act of 1933 and related Prospectus Supplement of XBiotech Inc. for the registration of 866,890 shares of its common stock and to the incorporation by reference therein of our reports dated March 30, 2016 and March 13, 2019, with respect to the consolidated financial statements of XBiotech Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2015 and 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Austin, Texas

May 31, 2019

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