

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



FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Barcode area with number 04053356, hours per form.....1, SEC USE ONLY section with Prefix and Serial fields, and DATE RECEIVED section.

Name of Offering (XenoPort, Inc. - Series D Preferred Stock Financing), Filing Under (Rule 504, Rule 505, Rule 506, Section 4(6), ULOE), Type of Filing (New Filing, Amendment).

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer (XenoPort, Inc.), Address of Executive Offices (3410 Central Expressway, Santa Clara, CA 95051), Telephone Number (408.616.7200), Address of Principal Business Operations, Telephone Number, Brief Description of Business (Biopharmaceutical research and development), Type of Business Organization (corporation), Actual or Estimated Date of Incorporation or Organization (Month 05, Year 99), Jurisdiction of Incorporation or Organization (DE).

PROCESSED
DEC 30 2004
THOMSON FINANCIAL B

GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, Filing Fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Handwritten initials/signature.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)
 Barrett, Ronald W.

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o XenoPort, Inc., 3410 Central Expressway, Santa Clara, CA 95051

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)
 Rieflin, William J.

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o XenoPort, Inc., 3410 Central Expressway, Santa Clara, CA 95051

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 that Apply:

Full Name (Last name first, if individual)
 Harris, William G.

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o XenoPort, Inc., 3410 Central Expressway, Santa Clara, CA 95051

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 that Apply:

Full Name (Last name first, if individual)
 Tran, Pierre V.

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o XenoPort, Inc., 3410 Central Expressway, Santa Clara, CA 95051

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 that Apply:

Full Name (Last name first, if individual)
 Cundy, Kenneth C.

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o XenoPort, Inc., 3410 Central Expressway, Santa Clara, CA 95051

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 that Apply:

Full Name (Last name first, if individual)
 Gallop, Mark A.

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o XenoPort, Inc., 3410 Central Expressway, Santa Clara, CA 95051

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 that Apply:

Full Name (Last name first, if individual)
 Goddard, Paul

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o XenoPort, Inc., 3410 Central Expressway, Santa Clara, CA 95051

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)
 Freund, John G.

Business or Residence Address (Number and Street, City, State, Zip Code)
 c/o Skyline Ventures, 125 University Ave., Palo Alto, CA 94301

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Box(es) that Apply:

Full Name (Last name first, if individual)
Nussbacher, Kenneth J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o XenoPort, Inc., 3410 Central Expressway, Santa Clara, CA 95051

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Box(es) that Apply:

Full Name (Last name first, if individual)
Overall, Robert W.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Frazier & Co., 601 Union Street, Suite 3200, Seattle, WA 98101

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
that Apply:

Full Name (Last name first, if individual)
Roberts, Bryan

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Venrock Associates, 2494 Sand Hill Road, Suite 220, Menlo Park, CA 94025

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
that Apply:

Full Name (Last name first, if individual)
Wierenga, Wendell

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o XenoPort, Inc., 3410 Central Expressway, Santa Clara, CA 95051

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
that Apply:

Full Name (Last name first, if individual)
Frazier & Company

Business or Residence Address (Number and Street, City, State, Zip Code)
Two Union Square, Suite 3200, Seattle, WA 98101

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
that Apply:

Full Name (Last name first, if individual)
Venrock Associates

Business or Residence Address (Number and Street, City, State, Zip Code)
30 Rockefeller Plaza, Room 5508, New York, NY 10112

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
that Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Box(es) that Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

- 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ___ No X
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ N/A
3. Does the offering permit joint ownership of a single unit? Yes X No ___
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ___ All States

Table with 13 columns representing US states: [AL], [AK], [AZ], [AR], [CA], [CO], [CT], [DE], [DC], [FL], [GA], [HI], [ID], [IL], [IN], [IA], [KS], [KY], [LA], [ME], [MD], [MA], [MI], [MN], [MS], [MO], [MT], [NE], [NV], [NH], [NJ], [NM], [NY], [NC], [ND], [OH], [OK], [OR], [PA], [RI], [SC], [SD], [TN], [TX], [UT], [VT], [VA], [VA], [WV], [WI], [WY], [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ___ All States

Table with 13 columns representing US states: [AL], [AK], [AZ], [AR], [CA], [CO], [CT], [DE], [DC], [FL], [GA], [HI], [ID], [IL], [IN], [IA], [KS], [KY], [LA], [ME], [MD], [MA], [MI], [MN], [MS], [MO], [MT], [NE], [NV], [NH], [NJ], [NM], [NY], [NC], [ND], [OH], [OK], [OR], [PA], [RI], [SC], [SD], [TN], [TX], [UT], [VT], [VA], [VA], [WV], [WI], [WY], [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ___ All States

Table with 13 columns representing US states: [AL], [AK], [AZ], [AR], [CA], [CO], [CT], [DE], [DC], [FL], [GA], [HI], [ID], [IL], [IN], [IA], [KS], [KY], [LA], [ME], [MD], [MA], [MI], [MN], [MS], [MO], [MT], [NE], [NV], [NH], [NJ], [NM], [NY], [NC], [ND], [OH], [OK], [OR], [PA], [RI], [SC], [SD], [TN], [TX], [UT], [VT], [VA], [VA], [WV], [WI], [WY], [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ 25,000,000.00	\$ 25,000,000.00
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total.....	\$ 25,000,000.00	\$ 25,000,000.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	31	\$ 25,000,000.00
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ 50,000.00
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (Identify)	<input type="checkbox"/>	\$ _____
Total.....	<input checked="" type="checkbox"/>	\$ 50,000.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

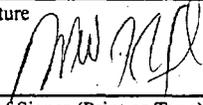
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer" \$24,950,000.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$24,950,000.00
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ 24,950,000.00	

D. FEDERAL SIGNATURE

The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) XenoPort, Inc.	Signature 	Date 12/21/04
Name of Signer (Print or Type) William J. Rieflin	Title of Signer (Print or Type) Secretary	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)