

# FORM 4

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * EISENBERG JEFFREY F			2. Issuer Name and Ticker or Trading Symbol Xenetic Biosciences, Inc. [XBIO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) COO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/02/2016					
99 HAYDEN AVENUE, SUITE 230								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
LEXINGTON, MA 02421								
(City)			(State)			(Zip)		

### 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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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### 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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$ 3.4	12/02/2016		A		4,700	12/02/2016	12/01/2026	Common Stock	4,700	\$ 0 (1)	4,700	D	
Stock Options	\$ 3.4	12/02/2016		A		75,100	12/02/2017	12/01/2026	Common Stock	75,100	\$ 0	79,800	D	
Stock Options	\$ 3.4	12/02/2016		A		75,100	12/02/2018	12/01/2026	Common Stock	75,100	\$ 0	154,900	D	
Stock Options	\$ 3.4	12/02/2016		A		75,100	12/02/2019	12/01/2026	Common Stock	75,100	\$ 0	230,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EISENBERG JEFFREY F 99 HAYDEN AVENUE SUITE 230 LEXINGTON, MA 02421	X		COO	

## Signatures

/s/ Jeffrey Eisenberg 12/06/2016  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* 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).

On December 2, 2016 the Issuer entered into an Employment Agreement with Mr. Eisenberg. Under the terms of the Employment Agreement, Mr. Eisenberg has the right to purchase 230,000 shares of common stock of the Issuer (the "Option") under the Issuer's Equity Incentive Plan, effective January 23, 2014 (the "Plan") at an exercise price equal to the fair market value of the Company's common stock on the grant date. 4,700 shares were granted pursuant to the Option were deemed vested immediately. The Options expire December 1, 2026.

(1)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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