

# XOMA CORP

## FORM 10-Q (Quarterly Report)

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Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

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

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended **June 30, 2012**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. **0-14710**

**XOMA Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**52-2154066**

(I.R.S. Employer Identification No.)

**2910 Seventh Street, Berkeley,  
California 94710**

(Address of principal executive offices, including zip code)

**(510) 204-7200**

(Telephone Number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act of 1934). Yes   
No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class  
**Common Stock, \$0.0075 par value**

Outstanding at August 3, 2012  
**68,192,351**

**XOMA Corporation**  
**FORM 10-Q**  
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**PART I - FINANCIAL INFORMATION****ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

**XOMA Corporation**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share and per share amounts)

	<b>June 30, 2012</b>	<b>December 31, 2011</b>
	<u>(unaudited)</u>	<u>(Note 1)</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 54,917	\$ 48,344
Short-term investments	11,993	-
Trade and other receivables, net	6,386	12,332
Prepaid expenses and other current assets	1,423	2,019
Total current assets	<u>74,719</u>	<u>62,695</u>
Property and equipment, net	9,316	12,709
Other assets	1,882	2,632
Total assets	<u>\$ 85,917</u>	<u>\$ 78,036</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 2,799	\$ 2,128
Accrued and other liabilities	7,866	10,012
Deferred revenue	4,566	5,695
Interest bearing obligation – current	2,796	2,796
Total current liabilities	<u>18,027</u>	<u>20,631</u>
Deferred revenue – long-term	6,876	7,539
Interest bearing obligations – long-term	32,677	33,524
Contingent warrant liabilities	23,293	379
Other liabilities - long term	1,181	952
Total liabilities	<u>82,054</u>	<u>63,025</u>
Stockholders' equity:		
Preferred stock, \$0.05 par value, 1,000,000 shares authorized	-	-
Common stock, \$0.0075 par value, 92,666,666 shares authorized, 68,107,116 and 35,107,007 shares outstanding at June 30, 2012 and December 31, 2011, respectively	511	263
Additional paid-in capital	935,980	900,801
Accumulated comprehensive income	5	-
Accumulated deficit	(932,633)	(886,053)
Total stockholders' equity	<u>3,863</u>	<u>15,011</u>
Total liabilities and stockholders' equity	<u>\$ 85,917</u>	<u>\$ 78,036</u>

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

*(Note 1) The condensed consolidated balance sheet as of December 31, 2011 has been derived from the audited financial statements as of that date included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.*

**XOMA Corporation**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
**(unaudited)**  
**(in thousands, except per share amounts)**

	<u>Three months ended June 30,</u>		<u>Six months ended June 30,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
<b>Revenues:</b>				
License and collaborative fees	\$ 2,525	\$ 6,039	\$ 3,538	\$ 11,866
Contract and other	6,181	10,486	15,026	20,254
Net product sales	569	-	576	-
Total revenues	<u>9,275</u>	<u>16,525</u>	<u>19,140</u>	<u>32,120</u>
<b>Operating expenses:</b>				
Research and development	18,441	18,281	34,211	35,628
Selling, general and administrative	3,567	6,113	8,246	11,483
Restructuring	676	-	4,453	-
Cost of sales	81	-	82	-
Total operating expenses	<u>22,765</u>	<u>24,394</u>	<u>46,992</u>	<u>47,111</u>
Loss from operations	(13,490)	(7,869)	(27,852)	(14,991)
<b>Other income (expense):</b>				
Interest expense	(1,025)	(634)	(2,068)	(1,166)
Other income (expense)	542	(86)	(122)	(1,144)
Revaluation of contingent warrant liabilities	(2,182)	459	(16,538)	2,850
Net loss before taxes	<u>(16,155)</u>	<u>(8,130)</u>	<u>(46,580)</u>	<u>(14,451)</u>
Provision for income tax expense	-	-	-	(15)
Net loss	<u>\$ (16,155)</u>	<u>\$ (8,130)</u>	<u>\$ (46,580)</u>	<u>\$ (14,466)</u>
Basic and diluted net loss per share of common stock	<u>\$ (0.24)</u>	<u>\$ (0.27)</u>	<u>\$ (0.83)</u>	<u>\$ (0.49)</u>
Shares used in computing basic and diluted net loss per share of common stock	<u>68,087</u>	<u>29,889</u>	<u>56,221</u>	<u>29,536</u>
<b>Other comprehensive loss:</b>				
Comprehensive loss	<u>\$ (16,150)</u>	<u>\$ (8,129)</u>	<u>\$ (46,575)</u>	<u>\$ (14,465)</u>

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**XOMA Corporation**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(unaudited)**  
**(in thousands)**

	<b>Six Months Ended June 30,</b>	
	<b>2012</b>	<b>2011</b>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (46,580)	\$ (14,466)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	2,419	2,702
Common stock contribution to 401(k)	1,134	1,046
Stock-based compensation expense	1,246	4,056
Accrued interest on interest bearing obligations	611	495
Revaluation of contingent warrant liabilities	16,538	(2,850)
Restructuring charge related to long-lived assets	2,081	-
Amortization of debt discount, final payment fee on debt, and debt issuance costs	939	661
Unrealized (gain) loss on foreign currency exchange	(383)	1,876
Unrealized loss (gain) on foreign exchange options	611	(156)
Other non-cash adjustments	9	11
Changes in assets and liabilities:		
Trade and other receivables, net	5,851	9,805
Prepaid expenses and other assets	706	(1,601)
Accounts payable and accrued liabilities	(1,594)	(2,505)
Deferred revenue	(1,793)	(12,382)
Other liabilities	(62)	(25)
Net cash used in operating activities	<u>(18,267)</u>	<u>(13,333)</u>
<b>Cash flows from investing activities:</b>		
Purchases of investments	(11,990)	-
Net purchase of property and equipment	(1,121)	(2,253)
Net cash used in investing activities	<u>(13,111)</u>	<u>(2,253)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of common stock, net of issuance costs	39,426	9,910
Proceeds from issuance of long-term debt	(47)	20,102
Principal payments of debt	(1,428)	-
Net cash provided by financing activities	<u>37,951</u>	<u>30,012</u>
Effect of exchange rate changes on cash	-	(573)
Net increase in cash and cash equivalents	6,573	14,426
Cash and cash equivalents at the beginning of the period	48,344	37,304
Cash and cash equivalents at the end of the period	<u>\$ 54,917</u>	<u>\$ 51,157</u>
<b>Supplemental Cash Flow Information:</b>		
Cash paid for:		
Interest	\$ 466	\$ -
Income taxes	\$ -	\$ 15
Non-cash investing and financing activities:		
Discount on long-term debt	\$ -	\$ (8,899)
Issuance of contingent warrant liabilities	\$ 6,376	\$ -
Interest added to principal balances on long-term debt	\$ 598	\$ 170

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

**XOMA Corporation**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(unaudited)**

**1. Description of Business**

XOMA Corporation (“XOMA” or the “Company”), a Delaware corporation, combines a portfolio of late-stage clinical programs and research activities to develop innovative therapeutic antibodies with its recently launched commercial operations. XOMA focuses its scientific research on allosteric modulation, which offers opportunities for new classes of therapeutic antibodies to treat a wide range of human diseases. XOMA is developing its lead product gevokizumab (IL-1 beta modulating antibody) with Les Laboratoires Servier (“Servier”) through a global Phase 3 program and ongoing proof-of-concept studies in other IL-1-mediated diseases. XOMA’s scientific research also has produced the XMet platform, which consists of three classes of preclinical antibodies, including Selective Insulin Receptor Modulators that could offer new approaches in the treatment of diabetes. In order to retain significant value from its scientific discoveries, XOMA initiated commercial operations in January 2012 through the licensing of U.S. commercial rights to Servier’s ACEON<sup>®</sup> (perindopril erbumine) and certain U.S. rights to a patent-protected portfolio of fixed dose combination (“FDC”) product candidates where perindopril is combined with other active ingredients to treat cardiovascular disease. XOMA has the right to develop and commercialize one of these product candidates and options to develop and commercialize two more product candidates, all for the U.S. market.

**2. Basis of Presentation and Significant Accounting Policies**

**Basis of Presentation**

The condensed consolidated financial statements include the accounts of XOMA and its subsidiaries. All intercompany accounts and transactions were eliminated during consolidation. The unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q. These financial statements and related disclosures have been prepared with the assumption that users of the interim financial information have read or have access to the audited financial statements for the preceding fiscal year. Accordingly, these statements should be read in conjunction with the audited consolidated financial statements and related notes included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the U.S. Securities and Exchange Commission (“SEC”) on March 14, 2012.

In the opinion of management, the unaudited condensed consolidated financial statements include all adjustments, consisting only of normal recurring adjustments, which are necessary to present fairly the Company’s consolidated financial position as of June 30, 2012, the consolidated results of the Company’s operations and the Company’s cash flows for the three and six months ended June 30, 2012 and 2011. The interim results of operations are not necessarily indicative of the results that may occur for the full fiscal year or future periods.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosures. On an on-going basis, management evaluates its estimates including, but not limited to, those related to contingent warrant liabilities, revenue recognition, research and development expense, long-lived assets, restructuring liabilities, derivative instruments and stock-based compensation. The Company bases its estimates on historical experience and on various other market-specific and other relevant assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ significantly from these estimates, such as the Company’s billing under government contracts. Under the Company’s contracts with the National Institute of Allergy and Infectious Diseases (“NIAID”), a part of the National Institutes of Health (“NIH”), the Company bills using NIH provisional rates and thus are subject to future audits at the discretion of NIAID’s contracting office. These audits can result in an adjustment to revenue previously reported.

At March 31, 2012, the Company changed its expected volatility assumption in the Black-Scholes Option Pricing Model (“Black-Scholes Model”) used to calculate the fair value of its contingent warrant liabilities. The Company changed its assumption from an estimate of volatility based on historical stock price volatility observed on XOMA’s underlying stock to a volatility estimate based on the volatility implied from warrants issued by XOMA in recent private placement transactions, which was determined to be a more precise indicator for the fair value calculation of the Company’s warrants.

## Reclassifications

Certain reclassifications of prior period amounts have been made to the financial statements and accompanying notes to conform to the current period presentation. Prior period presentation of contingent warrant liabilities has been reclassified from current liabilities to long-term liabilities based on the contingent nature of these obligations. These contingent warrant liabilities represent a conditional obligation of the Company to repurchase certain warrants for cash in the event of a change in control. In addition, gain or loss on revaluation of the contingent warrant liabilities included in the other income (expense) line of the condensed consolidated statements of comprehensive loss in the prior period has been reclassified to the revaluation of contingent warrant liabilities line of the condensed consolidated statements of comprehensive loss. These reclassifications had no impact on the Company's previously reported net loss or cash flows.

## Long-lived Assets

The Company reviews the carrying values and depreciation estimates of its long-lived assets whenever events or changes in circumstances indicate that the asset may not be recoverable. An impairment loss is recognized when the estimated future net cash flows expected to result from the use of an asset is less than its carrying amount. Long-lived assets include property and equipment and building and leasehold improvements. During the three and six months ended June 30, 2012, the Company recorded accelerated depreciation of \$0.4 million and \$1.3 million, respectively, on long-lived assets in connection with the Company's 2012 streamlining plan. During the first quarter of 2012, the Company recorded an impairment loss of \$0.8 million. The Company did not book an impairment loss in the second quarter of 2012. See *Note 6: Streamlining and Restructuring Charges* for additional disclosure on the 2012 streamlining plan.

## Concentration of Risk

Cash equivalents, short-term investments and receivables are financial instruments, which potentially subject the Company to concentrations of credit risk, as well as liquidity risk for certain cash equivalents such as money market funds. The Company has not encountered such issues during 2012.

The Company has not experienced any significant credit losses and does not generally require collateral on receivables. For the six months ended June 30, 2012, two customers represented 41% and 37% of total revenue and 42% and 50% of the accounts receivable balance.

For the six months ended June 30, 2011, these two customers represented 57% and 38% of total revenues. As of December 31, 2011, there were receivables outstanding from these two customers representing 57% and 43% of the accounts receivable balance.

## Newly Adopted Accounting Pronouncements

In May 2011, Accounting Standards Codification Topic 820, *Fair Value Measurement* was amended to develop common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. generally accepted accounting principles and international financial reporting standards. The Company adopted this guidance as of January 1, 2012 on a retrospective basis and this adoption did not have a material effect on the Company's consolidated financial statements.

In June 2011, Accounting Standards Codification Topic 220, *Comprehensive Income* was amended to increase the prominence of items reported in other comprehensive income. Accordingly, a company can present all nonowner changes in stockholders' equity either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The Company adopted this guidance as of January 1, 2012 on a retrospective basis and this adoption did not have a material effect on the Company's consolidated financial statements.

## 3. Condensed Consolidated Financial Statement Detail

### Net Loss Per Share of Common Stock

Basic and diluted net loss per share of common stock is based on the weighted average number of shares of common stock outstanding during the period.

Potentially dilutive securities are excluded from the calculation of loss per share if their inclusion is anti-dilutive. The following table shows the total outstanding securities considered anti-dilutive and therefore excluded from the computation of diluted net loss per share (in thousands):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Common stock options and restricted stock units	5,121	3,833	5,566	3,711
Convertible preferred stock	-	17	-	135
Warrants for common stock	16,702	1,607	11,079	1,607
Total	<u>21,823</u>	<u>5,457</u>	<u>16,645</u>	<u>5,453</u>

For the three and six months ended June 30, 2012 and 2011, all outstanding securities were considered anti-dilutive, and therefore the calculations of basic and diluted net loss per share were the same.

### Cash and Cash Equivalents

At June 30, 2012 cash equivalents consisted of demand deposits of \$9.9 million, money market funds of \$30.0 million, and U.S. treasury securities of \$15.0 million with maturities of less than 90 days at the date of purchase. At December 31, 2011, cash equivalents consisted of demand deposits of \$21.1 million and money market funds of \$27.2 million with maturities of less than 90 days at the date of purchase.

### Short-term Investments

At June 30, 2012, short-term investments consisted of U.S. treasury securities of \$12.0 million with maturities of less than one year from the date of purchase. At December 31, 2011, the Company did not have short-term investments.

### Foreign Exchange Options

The Company holds debt and may incur expenses denominated in foreign currencies, which exposes it to market risk associated with foreign currency exchange rate fluctuations between the U.S. dollar and the Euro. The Company is required to make principal and accrued interest payments in Euros on its €15.0 million loan from Servier (See *Note 7: Long-Term Debt and Other Financings*). In order to manage its foreign currency exposure related to these payments, in May 2011, the Company entered into two foreign exchange option contracts to buy €1.5 million and €15.0 million on January 2014 and January 2016, respectively. By having these option contracts in place, the Company's foreign exchange rate risk is reduced if the U.S. dollar weakens against the Euro. However, if the U.S. dollar strengthens against the Euro, the Company is not required to exercise these options, but will not receive any refund on premiums paid.

Upfront premiums paid on these foreign exchange option contracts totaled \$1.5 million. The fair values of these option contracts are revalued at each reporting period and are estimated based on pricing models using readily observable inputs from actively quoted markets. The fair values of these option contracts are included in other assets on the condensed consolidated balance sheet and changes in fair value on these contracts are included in other income (expense) on the condensed consolidated statements of comprehensive loss.

The foreign exchange options were revalued at June 30, 2012 and had an aggregate fair value of \$0.6 million. The Company recognized losses for the three and six months ended June 30, 2012 of \$0.3 million and \$0.6 million, respectively, as a result of the revaluation.

### Accrued Liabilities

Accrued liabilities consisted of the following at June 30, 2012 and December 31, 2011 (in thousands):

	<b>June 30, 2012</b>	<b>December 31, 2011</b>
Accrued payroll and other benefits	\$ 2,306	\$ 3,007
Accrued management incentive compensation	1,894	4,096
Accrued clinical trial costs	1,927	140
Accrued severance payments	403	1,207
Other	1,336	1,562
Total	<u>\$ 7,866</u>	<u>\$ 10,012</u>

## Contingent Warrant Liabilities

In March 2012, in connection with an underwritten offering, the Company issued five-year warrants to purchase 14,834,577 shares of XOMA's common stock at an exercise price of \$1.76 per share. These warrants contain provisions that are contingent on the remote occurrence of a change in control, which would conditionally obligate the Company to repurchase the warrants for cash in an amount equal to their fair value using the Black-Scholes Model on the date of such change in control. Due to these provisions, the Company is required to account for the warrants issued in March 2012 as a liability at fair value. In addition, the estimated liability related to the warrants is required to be revalued at each reporting period until the earlier of the exercise of the warrants, at which time the liability will be reclassified to stockholders' equity, or expiration of the warrants. At issuance, the fair value of the warrant liability was estimated to be \$6.4 million using the Black-Scholes Model. The Company revalued the warrant liability at June 30, 2012 using the Black-Scholes Model and recorded increases in the fair value of \$2.2 million and \$16.9 million for the three and six months ended June 30, 2012, respectively, as losses in the revaluation of contingent warrant liabilities line of the condensed consolidated statements of comprehensive loss. As of June 30, 2012, 14,829,167 of these warrants were outstanding and had a fair value of \$23.3 million. This increase in liability is primarily due to the excess of the market value of the Company's common stock at June 30, 2012 compared to the warrant exercise price. See *Note 4: Fair Value Measurements* for further disclosure regarding the fair value of this warrant liability.

In February 2010, in connection with an underwritten offering, the Company issued five-year warrants to purchase 1,260,000 shares of XOMA's common stock at an exercise price of \$10.50 per share. These warrants contain provisions that are contingent on the remote occurrence of a change in control, which would conditionally obligate the Company to repurchase the warrants for cash in an amount equal to their fair value using the Black-Scholes Model on the date of such change in control. Due to these provisions, the Company is required to account for the warrants issued in February 2010 as a liability at fair value. In addition, the estimated liability related to the warrants is required to be revalued at each reporting period until the earlier of the exercise of the warrants, at which time the liability will be reclassified to stockholders' equity, or expiration of the warrants. At December 31, 2011, the fair value of the warrant liability was estimated to be \$0.3 million using the Black-Scholes Model. At March 31, 2012, the Company changed its expected volatility assumption in the Black-Scholes Model from an estimate of volatility based on historical stock price volatility observed on XOMA's underlying stock to a volatility estimate based on the volatility implied from warrants issued by XOMA in recent private placement transactions. The Company revalued the warrant liability at June 30, 2012 using the Black-Scholes Model and recorded a decrease in the fair value of \$0.3 million for the six months ended June 30, 2012 as a gain in the revaluation of contingent warrant liabilities line of the condensed consolidated statements of comprehensive loss. As of June 30, 2012, all of these warrants were outstanding. See *Note 4: Fair Value Measurements* for further disclosure regarding the fair value of this warrant liability.

In June 2009, the Company issued warrants to certain institutional investors as part of a registered direct offering. The warrants represent the right to acquire an aggregate of up to 347,826 shares of XOMA's common stock over a five year period beginning December 11, 2009 at an exercise price of \$19.50 per share. These warrants contain provisions that are contingent on the remote occurrence of a change in control, which would conditionally obligate the Company to repurchase the warrants for cash in an amount equal to their fair value using the Black-Scholes Model on the date of such change in control. Due to these provisions, the Company is required to account for the warrants issued in June 2009 as a liability at fair value. In addition, the estimated liability related to the warrants is required to be revalued at each reporting period until the earlier of the exercise of the warrants, at which time the liability will be reclassified to stockholders' equity, or expiration of the warrants. At December 31, 2011, the fair value of the warrant liability was estimated to be \$0.1 million using the Black-Scholes Model. At March 31, 2012, the Company changed its expected volatility assumption in the Black-Scholes Model from an estimate of volatility based on historical stock price volatility observed on XOMA's underlying stock to a volatility estimate based on the volatility implied from warrants issued by XOMA in recent private placement transactions. The Company revalued the warrant liability at June 30, 2012 using the Black-Scholes Model and recorded a decrease in the fair value of \$0.1 million for the six months ended June 30, 2012 as a gain in the revaluation of contingent warrant liabilities line of the condensed consolidated statements of comprehensive loss. As of June 30, 2012, all of these warrants were outstanding. See *Note 4: Fair Value Measurements* for further disclosure regarding the fair value of this warrant liability.

## 4. Fair Value Measurements

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company applies ASC 820, which establishes a framework for measuring fair value and a fair value hierarchy that prioritizes the inputs used in valuation techniques. ASC 820 describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than quoted prices in active markets for similar assets or liabilities.

Level 3 – Unobservable inputs.

The following tables set forth the Company's fair value hierarchy for its financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2012 and December 31, 2011.

Financial assets and liabilities carried at fair value as of June 30, 2012 and December 31, 2011 were classified as follows (in thousands):

	<b>Fair Value Measurements at June 30, 2012 Using</b>			
	<b>Quoted Prices in Active Markets for Identical Assets</b>	<b>Significant Other Observable Inputs</b>	<b>Significant Unobservable Inputs</b>	<b>Total</b>
	<b>(Level 1)</b>	<b>(Level 2)</b>	<b>(Level 3)</b>	
<b>Assets:</b>				
Money market funds <sup>(1)</sup>	\$ 30,036	\$ -	\$ -	\$ 30,036
U.S. treasury securities <sup>(1)</sup>	26,992	-	-	26,992
Foreign exchange options	-	591	-	591
Total	\$ 57,028	\$ 591	\$ -	\$ 57,619
<b>Liabilities:</b>				
Contingent warrant liabilities	\$ -	\$ -	\$ 23,293	\$ 23,293
	<b>Fair Value Measurements at December 31, 2011 Using</b>			
	<b>Quoted Prices in Active Markets for Identical Assets</b>	<b>Significant Other Observable Inputs</b>	<b>Significant Unobservable Inputs</b>	<b>Total</b>
	<b>(Level 1)</b>	<b>(Level 2)</b>	<b>(Level 3)</b>	
<b>Assets:</b>				
Money market funds <sup>(1)</sup>	\$ 27,222	\$ -	\$ -	\$ 27,222
Foreign exchange options	-	1,202	-	1,202
Total	\$ 27,222	\$ 1,202	\$ -	\$ 28,424
<b>Liabilities:</b>				
Contingent warrant liabilities	\$ -	\$ -	\$ 379	\$ 379

(1) Included in cash and cash equivalents

The fair value of the foreign exchange options at June 30, 2012 and December 31, 2011 was determined using readily observable market inputs from actively quoted markets obtained from various third-party data providers. These inputs, such as spot rate, forward rate and volatility have been derived from readily observable market data, meeting the criteria for Level 2 in the fair value hierarchy.

The fair value of the contingent warrant liabilities was determined at June 30, 2012 and December 31, 2011 using the Black-Scholes Model, which requires inputs such as the expected term of the warrants, volatility and risk-free interest rate. These inputs are subjective and generally require significant analysis and judgment to develop. At March 31, 2012, the Company changed its expected volatility assumption in the Black-Scholes Model from an estimate of volatility based on historical stock price volatility observed on XOMA's underlying stock to a volatility estimate based on the volatility implied from warrants issued by XOMA in recent private placement transactions. A market-based volatility rate was determined to be a more precise indicator for the fair value calculation of the Company's warrants.

The fair value of the contingent warrant liabilities was estimated using the following range of assumptions at June 30, 2012 and December 31, 2011:

	<b>June 30, 2012</b>	<b>December 31, 2011</b>
Expected volatility	40%	102.1% - 103.2%
Risk-free interest rate	0.3% - 0.7%	0.4%
Expected term	2.4 - 4.7 years	2.9 - 3.1 years

The following table provides a summary of changes in the fair value of the Company's Level 3 financial liabilities for the six months ended June 30, 2012 (in thousands):

	<b>June 30, 2012</b>
<b>Contingent warrant liabilities</b>	
Balance at December 31, 2011	\$ 379
Initial fair value of warrants issued in March 2012	6,390
Reclassification of contingent warrant liability to equity upon exercise of warrants	(14)
Net increase in fair value of contingent warrant liabilities upon revaluation	16,538
Balance at June 30, 2012	<u>\$ 23,293</u>

For the three and six months ended June 30, 2012, the Company recognized net increases of \$2.2 million and \$16.5 million, respectively, in the estimated fair value of the contingent warrant liabilities resulting in recognized losses in the revaluation of contingent warrant liabilities line of the condensed consolidated statements of comprehensive loss.

For the three and six months ended June 30, 2011, the Company recognized net decreases of \$0.5 million and \$2.9 million, respectively, in the estimated fair value of the contingent warrant liabilities resulting in recognized gains in the revaluation of contingent warrant liabilities line of the condensed consolidated statements of comprehensive loss.

## 5. Licensing, Collaborative and Other Arrangements

### *Servier – U.S. Perindopril Franchise*

On January 17, 2012, the Company announced that it had acquired certain U.S. rights to a portfolio of antihypertensive products from Servier. The portfolio includes ACEON (perindopril erbumine), a currently marketed angiotensin converting enzyme (“ACE”) inhibitor, and three FDC product candidates where a form of proprietary perindopril (perindopril arginine) is combined with another active ingredient(s), such as a calcium channel blocker. The Company assumed commercialization activities for ACEON in January 2012 following the transfer from Servier's previous licensee. In late February 2012, the Company initiated enrollment in a Phase 3 trial for perindopril arginine and amlodipine besylate, the first FDC product candidate (“FDC1”). The trial, named PATH ( **P** erindopril **A** mloidipine for the **T** reatment of **H** ypertension), is expected to enroll approximately 816 patients with hypertension to determine the safety and efficacy of FDC1 versus either perindopril or amlodipine alone. Based on regulatory interaction to date, if the trial generates positive results, it is expected to be the only efficacy trial needed to complement existing clinical data and will support the submission of an application to the FDA seeking approval for FDC1. Partial funding for the PATH trial was provided by Servier; the balance of study expenses, consisting primarily of costs generated by the Company's contract research organization, are expected to be paid over time from the profits generated by the Company's ACEON sales.

In connection with the original agreement, the Company paid a \$1.5 million license fee to Servier in the third quarter of 2010. The Company also is required to pay a royalty on ACEON sales at a rate that is tiered based on sales levels and ranges from a mid-single digit to a mid-teen percentage rate. If approved, the Company also will pay a royalty on sales of the FDC product candidates in the mid-teen percentage rate. The FDC royalty rate is subject to reduction in the event of generic competition or if other intellectual property rights are required. The Company may be required to pay the following milestones: development milestones aggregating \$8.5 million (assuming the Company exercises its options on the additional FDC product candidates) and sales milestones of up to an aggregate \$15.1 million, in each case for all of the FDC product candidates. The Company also may be required to make certain additional payments if the FDC product candidates receive FDA approval but certain minimum sales levels are not reached. The Company generally will be responsible for its development and commercialization expenses, but Servier has agreed to partially fund development of FDC1.

## 6. Streamlining and Restructuring Charges

In January 2012, the Company implemented a streamlining of operations, which resulted in a restructuring plan designed to sharpen its focus on value-creating opportunities led by gevokizumab and its unique antibody discovery and development capabilities. The restructuring plan included a reduction of XOMA's personnel by 84 positions, or 34%, of which 52 were eliminated immediately and the remainder eliminated as of April 6, 2012. These staff reductions resulted primarily from the Company's decisions to utilize a contract manufacturing organization for Phase 3 and commercial antibody production, and to eliminate internal research functions that are non-differentiating or that can be obtained cost effectively by contract service providers.



During the six months ended June 30, 2012, in connection with this streamlining of operations, the Company recorded charges of \$2.1 million, related to severance, other termination benefits and outplacement services. The Company does not expect to incur additional restructuring charges during the remainder of 2012 related to severance, other termination benefits and outplacement services.

In 2012, the Company plans to vacate and sublease leased facilities, which housed its large scale manufacturing operations and associated quality functions. During the three and six months ended June 30, 2012, the Company recorded charges of \$0.3 million related to moving and other facility costs in connection with the exit of these buildings. The Company does not expect to incur any significant restructuring charges during the remainder of 2012 in connection with lease payments for these buildings as it expects that these payments will be offset by future sublease income.

The Company performed an impairment analysis of property and equipment and leasehold improvements related to its manufacturing operations. Since the estimated undiscounted future cash inflows from a certain group of assets were less than the carrying value, the Company determined that these assets were impaired and recorded a restructuring charge of \$0.8 million during the first quarter of 2012. Further, the Company changed the useful life of certain property and equipment and leasehold improvements impacted by its plans to vacate two leased buildings. As a result, the Company recorded accelerated depreciation of \$0.4 million and \$1.3 million during the three and six months ended June 30, 2012, respectively, as restructuring charges. Subsequent to June 30, 2012, the Company entered into a sublease for these buildings and does not expect to incur additional restructuring charges during the remainder of 2012 related to the accelerated depreciation of property and equipment and leasehold improvements.

The current and long-term portions of the outstanding restructuring liabilities are included in accrued and other liabilities and other liabilities – long-term on the condensed consolidated balance sheets and are based upon restructuring charges recognized as of June 30, 2012 and December 31, 2011 in connection with the Company’s restructuring plans. As of June 30, 2012, the components of these liabilities are shown below (in thousands):

	<b>Employee Severance and Other Benefits</b>	<b>Facility Charges <sup>(1)</sup></b>	<b>Asset Impairment and Accelerated Depreciation <sup>(2)</sup></b>	<b>Total</b>
Balance at December 31, 2011	\$ -	\$ 162	\$ -	\$ 162
Restructuring charges	2,051	321	2,081	4,453
Cash payments	(2,051)	(369)	-	(2,420)
Adjustments	-	(8)	(2,081)	(2,089)
Balance at June 30, 2012	<u>\$ -</u>	<u>\$ 106</u>	<u>\$ -</u>	<u>\$ 106</u>

(1) Includes moving and relocation costs, and lease payments offset by sublease payments.

(2) Restructuring charges include non-cash impairments and accelerated depreciation of property and equipment and leasehold improvements; however, these amounts are not included in the restructuring accrual.

The restructuring charges the Company expects to incur in connection with the 2012 streamlining of operations are subject to various assumptions, and actual results may differ.

## 7. Long-Term Debt and Other Financings

### Long-Term Debt

#### *Novartis Note*

In May 2005, the Company executed a secured note agreement with Novartis (then Chiron Corporation), which is due and payable in full in June 2015. Under this note agreement, the Company borrowed semi-annually to fund up to 75% of the Company’s research and development and commercialization costs under its collaboration arrangement with Novartis, not to exceed \$50 million in aggregate principal amount. Interest on the principal amount of the loan accrues at six-month LIBOR plus 2%, which was equal to 2.74% at June 30, 2012, and is payable semi-annually in June and December of each year. At the Company’s election, the semi-annual interest payments can be added to the outstanding principal amount, in lieu of a cash payment, as long as the aggregate principal amount does not exceed \$50 million. The Company has made this election for all interest payments thus far. Loans under the note agreement are secured by the Company’s interest in the collaboration with Novartis, including any payments owed to it thereunder.

At June 30, 2012 and December 31, 2011, the outstanding principal balance under this note agreement was \$14.2 million and \$14.0 million, respectively. Pursuant to the terms of the arrangement as restructured in November 2008, the Company will not make any additional borrowings under the Novartis note. Due to the structure of the secured note agreement with Novartis and since there is no liquid market for this obligation, there is no practical method to estimate fair value of this long-term debt.

### ***Servier Loan***

In December 2010, in connection with the license and collaboration agreement entered into with Servier, the Company executed a loan agreement with Servier, which provided for an advance of up to €15 million. The loan was fully funded in January 2011, with the proceeds converting to approximately \$19.5 million. The loan is secured by an interest in XOMA's intellectual property rights to all gevokizumab indications worldwide, excluding certain rights in the United States and Japan. Interest is calculated at a floating rate based on a Euro Inter-Bank Offered Rate ("EURIBOR") and subject to a cap. The interest rate for the initial interest period was 3.22%. The interest rate was reset to 3.83% for the six-month period from July 2011 through January 2012, 3.54% for the six-month period from January 2012 through July 2012, and 2.80% for the six-month period from July 2012 through January 2013. Interest is payable semi-annually; however, the loan agreement provides for a deferral of interest payments over a period specified in the agreement. During the deferral period, accrued interest will be added to the outstanding principal amount for the purpose of interest calculation for the next six-month interest period. On the repayment commencement date, all unpaid and accrued interest shall be paid to Servier and thereafter, all accrued and unpaid interest shall be due and payable at the end of each six-month period. The loan matures in 2016; however, after a specified period prior to final maturity, the loan is to be repaid (i) at Servier's option, by applying up to a significant percentage of any milestone or royalty payments owed by Servier under the Company's collaboration agreement and (ii) using a significant percentage of any upfront, milestone or royalty payments the Company receives from any third-party collaboration or development partner for rights to gevokizumab in the United States and/or Japan. In addition, the loan becomes immediately due and payable upon certain customary events of default. At June 30, 2012 and December 31, 2011, the outstanding principal balance under this loan was \$18.9 million and \$19.4 million, respectively, using the Euro to U.S. dollar exchange rate at each such date. For the three and six months ended June 30, 2012, the Company recorded unrealized foreign exchange gains of \$1.1 million and \$0.5 million, respectively, related to the re-measurement of the loan, compared to recorded unrealized losses of \$0.5 million and \$2.1 million, for the same periods in 2011.

The loan has a stated interest rate lower than the market rate based on comparable loans held by similar companies, which represents additional value to the Company. The Company recorded this additional value as a discount to the face value of the loan amount, at its fair value of \$8.9 million. The fair value of this discount, which was determined using a discounted cash flow model, represents the differential between the stated terms and rates of the loan, and market rates. Based on the association of the loan with the collaboration arrangement, the Company recorded the offset to this discount as deferred revenue.

The loan discount is amortized under the effective interest method over the expected five-year life of the loan. The Company recorded non-cash interest expense of \$0.3 million and \$0.7 million in the three and six months ended June 30, 2012, respectively, and \$0.4 million and \$0.7 million in the three and six months ended June 30, 2011, respectively, resulting from the amortization of the loan discount. At June 30, 2012 and December 31, 2011, the net carrying value of the loan was \$12.8 million and \$12.5 million, respectively. For the three and six months ended June 30, 2012, the Company recorded unrealized foreign exchange losses of \$0.4 million and \$0.2 million, respectively, related to the re-measurement of the loan discount. For the three and six months ended June 30, 2011, the Company recorded an unrealized foreign exchange gain of \$0.2 million related to the re-measurement of the loan discount.

The Company believes that realization of the benefit and the associated deferred revenue is contingent on the loan remaining outstanding over the five-year contractual term of the loan. If the Company were to stop providing service under the collaboration arrangement and the arrangement is terminated, the maturity date of the loan would be accelerated and a portion of measured benefit would not be realized. As the realization of the benefit is contingent, in part, on the provision of future services, the Company is recognizing the deferred revenue over the expected five-year life of the loan. The deferred revenue is amortized under the effective interest method, and the Company recorded \$0.3 million and \$0.7 million of related non-cash revenue during the three and six months ended June 30, 2012, respectively, and \$0.4 million and \$0.7 million during the three and six months ended June 30, 2011, respectively.

### ***General Electric Capital Corporation Term Loan***

In December 2011, the Company entered into a loan agreement (the "Loan Agreement") with General Electric Capital Corporation ("GECC"), under which GECC agreed to make a term loan in an aggregate principal amount of \$10 million (the "Term Loan") to XOMA (US) LLC, a wholly owned subsidiary of the Company, and upon execution of the Loan Agreement, GECC funded the Term Loan. The Term Loan is guaranteed by the Company and its two other principal subsidiaries, XOMA Ireland Limited and XOMA Technology Ltd. As security for their obligations under the Loan Agreement, the Company, XOMA (US) LLC, XOMA Ireland Limited and XOMA Technology Ltd. each granted a security interest pursuant to a guaranty, pledge and security agreement in substantially all of their existing and after-acquired assets, excluding their intellectual property assets (such as those relating to the Company's gevokizumab and anti-botulism products). The Company incurred debt issuance costs of approximately \$1.3 million in connection with the Term Loan and will make an additional payment equal to 5% of the Term Loan (the "Final Payment Fee") on the maturity date, or such earlier date as the Term Loan is paid in full. The debt issuance costs and Final Payment Fee are being amortized and accreted, respectively, to interest expense over the term of the Term Loan using the effective interest method.

The Term Loan accrues interest at a fixed rate of 11.71% per annum. We are required to repay the principal amount of the Term Loan over a period of 42 consecutive equal monthly installments of principal and accrued interest, commencing on January 4, 2012, and thereafter on the first calendar day of each succeeding month. The Term Loan matures and is due and payable in full on June 30, 2015.

The Loan Agreement contains customary representations and warranties and customary affirmative and negative covenants, including restrictions on the ability to incur indebtedness, grant liens, make investments, dispose of assets, enter into transactions with affiliates and amend existing material agreements, in each case subject to various exceptions. In addition, the Loan Agreement contains customary events of default that entitle GECC to cause any or all of the indebtedness under the Loan Agreement to become immediately due and payable. The events of default include any event of default under a material agreement or certain other indebtedness. Upon an event of default, the Term Loan and other obligations under the Loan Agreement will, at the election of GECC, bear interest from and after the occurrence and during the continuation of an event of default at a rate equal to the lesser of 5.0% above the stated rate of interest or the maximum rate allowed by law.

The Company may voluntarily prepay the Term Loan in full, but not in part, and any voluntary and certain mandatory prepayments are subject to a prepayment premium of 3% in the first year of the loan, 2% in the second year and 1% thereafter, although mandatory prepayments in connection with entering into certain exclusive licenses, granting certain negative pledges or incurring certain collaboration-related indebtedness will not be subject to such prepayment premium. The Company will also be required to pay the Final Payment Fee in connection with any voluntary or mandatory prepayment. At June 30, 2012 and December 31, 2011, the outstanding principal balance under the Loan Agreement was \$8.6 million and \$10.0 million respectively.

In December 2011, pursuant to the loan agreement, the Company issued to GECC unregistered stock purchase warrants, which entitle GECC to purchase up to an aggregate of 263,158 unregistered shares of XOMA common stock at an exercise price equal to \$1.14 per share. These warrants are immediately exercisable and will expire on December 30, 2016. The Company allocated the aggregate proceeds of the GECC Term Loan between the warrants and the debt obligation based on their relative fair values. The fair value of the warrants issued to GECC was determined using the Black-Scholes Model. The warrants fair value of \$0.2 million is recorded as a discount to the debt obligation and is being amortized over the term of the loan using the effective interest method. If the maturity of the debt is accelerated in connection with any voluntary or mandatory prepayment, then the remaining discount amortization would be recognized immediately.

### Interest Expense

Interest expense for the Servier loan, GECC loan and Novartis note are shown below (in thousands):

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
<b>Interest expense</b>				
Servier loan	\$ 509	\$ 538	\$ 1,025	\$ 980
GECC term loan	406	-	823	-
Novartis note	99	85	199	169
Other	11	11	21	17
<b>Total interest expense</b>	<u>\$ 1,025</u>	<u>\$ 634</u>	<u>\$ 2,068</u>	<u>\$ 1,166</u>

### Other Financings

#### ATM Agreement

On February 4, 2011, the Company entered into an At Market Issuance Sales Agreement (the "2011 ATM Agreement"), with McNicoll, Lewis & Vlak LLC (now known as MLV & Co. LLC, "MLV"), under which it may sell shares of its common stock from time to time through the MLV, as the agent for the offer and sale of the shares, in an aggregate amount not to exceed the amount that can be sold under the Company's registration statement on Form S-3 (File No. 333-172197) filed with the SEC on February 11, 2011 and amended on March 10, 2011, June 3, 2011 and January 3, 2012, which was most recently declared effective by the SEC on January 17, 2012. MLV may sell the shares by any method permitted by law deemed to be an "at the market" offering as defined in Rule 415 of the Securities Act, including without limitation sales made directly on The NASDAQ Global Market, on any other existing trading market for the Company's common stock or to or through a market maker. MLV may also sell the shares in privately negotiated transactions, subject to the Company's prior approval. From the inception of the 2011 ATM Agreement through June 30, 2012, the Company sold a total of 7,572,327 shares of common stock under this agreement for aggregate gross proceeds of \$14.6 million, including 2,285,375 shares of common stock sold in the first half of 2012 for aggregate gross proceeds of \$3.3 million. Total offering expenses incurred related to sales under the 2011 ATM Agreement from inception to June 30, 2012, were \$0.4 million, including \$0.1 million incurred in the first half of 2012.

### ***Underwritten Offering and Amendment to Shareholder Rights Plan***

On March 9, 2012, the Company completed an underwritten public offering of 29,669,154 shares of its common stock, and accompanying warrants to purchase one half of a share of common stock for each share purchased, at a public offering price of \$1.32 per share. Total gross proceeds from the offering were approximately \$39.2 million, before deducting underwriting discounts and commissions and estimated offering expenses totaling approximately \$3.0 million. The warrants, which represent the right to acquire an aggregate of up to 14,834,577 shares of common stock, are immediately exercisable and have a five-year term and an exercise price of \$1.76 per share.

The Company has amended its shareholder rights agreement to provide that it will not apply to any person or entity who becomes the beneficial owner of 20% or more but less than 40% of its outstanding common stock with the prior approval of its board of directors, and its board has approved purchasers in the March 2012 public offering becoming beneficial owners of 20% or more but less than 40% of its outstanding common stock as a result of their participation in the offering. As a result, such ownership by any such purchaser will not trigger the provisions of the rights agreement that would give each holder of the rights the right to receive upon exercise that number of common stock equivalents having a market value of two times the exercise price. The board's approval in this regard only applies to purchasers in such offering.

### **8. Income Taxes**

The Company did not recognize any income tax expense for the three and six months ended June 30, 2012 and income tax expense was not material for the three and six months ended June 30, 2011. The Company's effective tax rate will fluctuate from period to period due to several factors inherent in the nature of the Company's operations and business transactions. The factors that most significantly impact this rate include the variability of licensing transactions in foreign jurisdictions.

### **9. Stock-based Compensation**

In the first half of 2012, the Board of Directors of the Company approved grants under the Long Term Incentive Plan for an aggregate of 1,043,550 stock options and an aggregate of 391,765 restricted stock units ("RSUs") to certain employees and directors of the Company. The options vest monthly over four years for employees and one year for directors and the RSUs vest annually over three years in equal increments.

The Company recognizes compensation expense for all stock-based payment awards made to the Company's employees, consultants and directors based on estimated fair values. The valuation of stock option awards is determined at the date of grant using the Black-Scholes Model. This model requires inputs such as the expected term of the option, expected volatility and risk-free interest rate. To establish an estimate of expected term, the Company considers the vesting period and contractual period of the award and its historical experience of stock option exercises, post-vesting cancellations and volatility. The estimate of expected volatility is based on the Company's historical volatility. The risk-free rate is based on the yield available on U.S. Treasury zero-coupon issues. The forfeiture rate impacts the amount of aggregate compensation for both stock options and RSUs. To establish an estimate of forfeiture rate, the Company considers its historical experience of option forfeitures and terminations.

The fair value of stock-based awards was estimated based on the following weighted average assumptions for the three and six months ended June 30, 2012 and 2011:

	<b><u>Three Months Ended June 30,</u></b>		<b><u>Six Months Ended June 30,</u></b>	
	<b><u>2012</u></b>	<b><u>2011</u></b>	<b><u>2012</u></b>	<b><u>2011</u></b>
Dividend yield	0%	0%	0%	0%
Expected volatility	92%	87%	92%	87%
Risk-free interest rate	0.72%	1.76%	1.02%	1.87%
Expected term	5.6 years	5.6 years	5.6 years	5.3 years

Stock option activity for the six months ended June 30, 2012 was as follows:

	<b>Options</b>	<b>Weighted Average Exercise Price Per Share</b>	<b>Weighted Average Remaining Contractual Life (in years)</b>	<b>Aggregate Intrinsic Value (in thousands)</b>
Options outstanding at December 31, 2011	5,053,435	\$ 12.55	6.89	\$ -
Granted	1,043,550	1.54		
Exercised	(49,864)	1.69		
Forfeited, expired or cancelled	(337,522)	20.18		
Options outstanding at June 30, 2012	<u>5,709,599</u>	<u>\$ 10.18</u>	<u>7.26</u>	<u>\$ 2,790</u>
Options exercisable at June 30, 2012	<u>3,745,862</u>	<u>\$ 13.79</u>	<u>6.54</u>	<u>\$ 1,152</u>

The valuation of RSUs is determined at the date of grant using the closing stock price. To establish an estimate of forfeiture rate, the Company considers its historical experience of forfeitures and terminations.

Unvested RSU activity for the six months ended June 30, 2012 is summarized below:

	<b>Number of Shares</b>	<b>Weighted- Average Grant- Date Fair Value</b>
Unvested balance at December 31, 2011	903,874	\$ 1.69
Granted	391,765	1.42
Vested	(9,231)	1.69
Forfeited	(181,030)	1.69
Unvested balance at June 30, 2012	<u>1,105,378</u>	<u>\$ 1.59</u>

The following table shows total stock-based compensation expense included in the condensed consolidated statements of comprehensive loss for the three and six months ended June 30, 2012 and 2011 (in thousands):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Research and development	\$ 295	\$ 885	\$ 680	\$ 1,946
Selling, general and administrative	277	1,399	566	2,110
Total stock-based compensation expense	<u>\$ 572</u>	<u>\$ 2,284</u>	<u>\$ 1,246</u>	<u>\$ 4,056</u>

## 10. Legal Proceedings, Commitments and Contingencies

On April 9, 2009, a complaint was filed in the Superior Court of Alameda County, California, in a lawsuit captioned Hedrick et al. v. Genentech, Inc. et al, Case No. 09-446158. The complaint asserts claims against Genentech, the Company and others for alleged strict liability for failure to warn, strict product liability, negligence, breach of warranty, fraudulent concealment, wrongful death and other claims based on injuries alleged to have occurred as a result of three individuals' treatment with RAPTIVA<sup>®</sup>. The complaint seeks unspecified compensatory and punitive damages. Since then, additional complaints have been filed in the same court, bringing the total number of filed cases to seventy seven. The cases have been consolidated as a coordinated proceeding. All of the complaints allege the same claims and seek the same types of damages based on injuries alleged to have occurred as a result of the plaintiffs' treatment with RAPTIVA. Effective April 18, 2012, the parties entered into a Confidential Settlement Agreement that will result in the dismissal, with prejudice, of all but one of the cases pending in Alameda County Superior Court. The one Alameda County case not included in this settlement agreement is Kilzer v. Genentech, Inc., et al, Case No. RG-10-502461 (the "Kilzer case"). On July 23, 2012, the Court granted our motion for summary judgment in the Kilzer case and dismissed that case with prejudice. The Company's agreement with Genentech provides for an indemnity of XOMA and payment of legal fees and funding of this settlement agreement by Genentech, which the Company believes is applicable to these matters. The Company believes the claims against it to be without merit and intends to defend against them vigorously.

On August 4, 2010, a petition was filed in the District Court of Dallas County, Texas in a case captioned McCall v. Genentech, Inc., et al., No. 10-09544. The defendants filed a Notice of Removal to the U.S. District Court for the Northern District of Texas on September 3, 2010. The removed case is captioned McCall v. Genentech, Inc., et al., No. 3:10-cv-01747-B. The petition asserts personal injury claims against Genentech, the Company and others arising out of plaintiff's treatment with RAPTIVA. Effective April 18, 2012, the parties entered into a Confidential Settlement Agreement. On May 17, 2012, the Court entered an Order dismissing this case with prejudice. The Company's agreement with Genentech provides for an indemnity of XOMA and payment of legal fees and funding of this settlement agreement by Genentech, which the Company believes is applicable to these matters.

On January 7, 2011, a complaint was filed in the U.S. District Court for the Northern District of Texas in a case captioned *Massa v. Genentech, Inc., et al.*, No. 4:11CV70. This complaint alleges the same claims against Genentech, the Company and others and seeks the same types of damages as the complaints filed in the Superior Court of Alameda County, California referenced above. Effective April 18, 2012, the parties entered into a Confidential Settlement Agreement. On July 11, 2012, the Court entered an Order dismissing this case with prejudice. The Company's agreement with Genentech provides for an indemnity of XOMA and payment of legal fees and funding of this settlement agreement by Genentech, which the Company believes is applicable to these matters.

On January 11, 2011, a complaint was filed in the U.S. District Court for the District of Massachusetts in a case captioned *Sylvia, et al. v. Genentech, Inc., et al.*, No. 1:11-cv-10054-MLW. On June 13, 2011, a complaint was filed in the Supreme Court for the State of New York, Onondaga County. Defendants removed the case to the U.S. District Court for the Northern District of New York on November 3, 2011. These two complaints allege the same claims against Genentech, the Company and others and seek the same types of damages as the complaints filed in the Superior Court of Alameda County, California referenced above. No trial date has been set in either case. The Company's agreement with Genentech provides for an indemnity of XOMA and payment of legal fees by Genentech which the Company believes is applicable to these matters. The Company believes the claims against it to be without merit and intends to defend against them vigorously.

On April 8, 2011, four complaints were filed in the U.S. District Court for the Eastern District of Michigan. The cases are captioned: *Muniz v. Genentech, et al.*, 5:11-cv-11489-JCO-RSW; *Tifenthal v. Genentech, et al.*, 2:11-cv-11488-DPH-LJM; *Blair v. Genentech, et al.*, 2:11-cv-11463-SFC-MJH; and *Marsh v. Genentech, et al.*, 2:11-cv-11462-RHC-MKM. The complaints allege the same claims against Genentech, the Company and others and seek the same types of damages as the complaints filed in the Superior Court of Alameda County, California referenced above. All four cases were transferred to the U.S. District Court for the Western District of Michigan. On October 26, 2011, the Court granted the Motions to Dismiss filed by Genentech and the Company in all four actions. On October 31, 2011, Plaintiffs filed a Notice of Appeal in each case in the U.S. Court of Appeal for the Sixth Circuit. Oral argument was held on July 20, 2012. The Company's agreement with Genentech provides for an indemnity of XOMA and payment of legal fees by Genentech which the Company believes is applicable to these matters. The Company believes the claims against it to be without merit and intends to defend against them vigorously.

## **11. Subsequent Events**

On July 27, 2012, the Company entered into an agreement with CMC ICOS Biologics, Inc. ("CMC Biologics"), under which CMC Biologics will sublease the Company's leased facilities that previously held its large scale manufacturing operations and associated quality functions. The sublease payments will fully cover the Company's lease obligations for the remainder of the lease terms. CMC Biologics will also purchase certain manufacturing assets. The Company ceased operations in these facilities during the second quarter of 2012 as part of its streamlining of operations announced on January 5, 2012.

On July 27, 2012, XOMA and its collaboration partner Servier entered into an agreement with Boehringer Ingelheim ("BI") to transfer XOMA's technology and process for the commercial manufacture of gevokizumab. Gevokizumab currently is in Phase 3 clinical development in patients with NIU. Upon completion of the transfer and the establishment of biological comparability, BI is expected produce gevokizumab at its facility in Biberach, Germany, for XOMA's commercial use. XOMA and Servier retain all rights to the development and commercialization of gevokizumab.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Forward Looking Statements

*This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, which are subject to the "safe harbor" created by those sections. Forward-looking statements are based on our management's beliefs and assumptions and on information currently available to them. In some cases you can identify forward-looking statements by words such as "may," "will," "should," "could," "would," "expects," "plans," "anticipates," "believes," "estimates," "projects," "predicts," "potential" and similar expressions intended to identify forward-looking statements. Examples of these statements include, but are not limited to, statements regarding: the implications of interim or final results of our clinical trials, the progress of our research programs, including clinical testing, the extent to which our issued and pending patents may protect our products and technology, our ability to identify new product candidates, the potential of such product candidates to lead to the development of commercial products, our anticipated timing for initiation or completion of our clinical trials for any of our product candidates, our future operating expenses, our future losses, our future expenditures for research and development, and the sufficiency of our cash resources. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including the risks faced by us and described in Part II, Item 1A of this Quarterly Report on Form 10-Q and our other filings with the SEC. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this Quarterly Report on Form 10-Q. You should read this Quarterly Report on Form 10-Q completely and with the understanding that our actual future results may be materially different from those we expect. Except as required by law, we assume no obligation to update these forward-looking statements, whether as a result of new information, future events or otherwise.*

*The following discussion and analysis should be read in conjunction with the unaudited financial statements and notes thereto included in Part I, Item 1 of this Quarterly Report on Form 10-Q and with the audited consolidated financial statements and related notes thereto included as part of our Annual Report on Form 10-K for the year ended December 31, 2011.*

### Overview

We are a leader in the discovery and development of innovative antibody-based therapeutics. Our lead drug candidate is gevokizumab (formerly XOMA 052), a humanized antibody designed to inhibit the pro-inflammatory cytokine interleukin-1 beta ("IL-1 beta"), which is believed to be a primary trigger of pathologic inflammation in multiple diseases. We have entered into a license and collaboration agreement with Les Laboratoires Servier ("Servier") to jointly develop and commercialize gevokizumab in multiple indications. In collaboration with our partner, Servier, we initiated patient enrollment in June 2012 in a global Phase 3 clinical study investigating the ability of gevokizumab to reduce the signs and symptoms, including vitreous haze, in patients with non-infectious uveitis ("NIU") and Behçet's uveitis. We anticipate that Servier will launch a Phase 2 proof-of-concept study for gevokizumab in a cardiovascular disease indication during the second half of 2012. Separately, we have launched a Phase 2 proof-of-concept program for gevokizumab to evaluate additional indications, including a clinical trial in moderate-to-severe inflammatory acne, for which we initiated patient enrollment in December 2011, and a clinical trial in erosive osteoarthritis ("EOA") of the hand, for which we initiated patient enrollment in June 2012.

Our proprietary preclinical pipeline includes classes of antibodies that activate or sensitize the insulin receptor in vivo and represent potential new therapeutic approaches to the treatment of diabetes. We have developed these and other antibodies using some or all of our ADAPT™ antibody discovery and development platform, our ModulX™ technologies for generating allosterically modulating antibodies, and our OptimX™ technologies for optimizing biophysical properties of antibodies, including affinity, immunogenicity, stability and manufacturability.

In January 2012, we announced that we had acquired certain U.S. rights to a portfolio of antihypertensive products from Servier. The portfolio includes ACEON® (perindopril erbumine), a currently marketed angiotensin converting enzyme ("ACE") inhibitor, and three fixed-dose combination ("FDC") product candidates where perindopril is combined with another active ingredient(s), such as a calcium channel blocker. The proprietary form of perindopril in each of the combination product candidates provides patent protection until December 2023. We assumed commercialization activities for ACEON in January 2012 following the transfer from Servier's previous licensee. In late February 2012, we initiated enrollment in a Phase 3 trial for perindopril arginine and amlodipine besylate, the first FDC product candidate ("FDC1"). Based on regulatory interaction to date, if the trial generates positive results, it is expected to be the only efficacy trial needed to complement existing clinical data and will support the submission of an application to the FDA seeking approval for FDC1. Partial funding for the Phase 3 trial will be provided by Servier; the balance of study expenses, consisting primarily of costs generated by our contract research organization, are expected to be paid by us over time from the profits generated by our ACEON sales. We will not create a primary care sales force to market the FDC product candidates as we believe these can be successfully promoted by a third party with an existing sales force or under some alternate approach.

Our biodefense initiatives currently include a \$65.0 million multiple-year contract funded by the National Institute of Allergy and Infectious Diseases (“NIAID”), a part of the National Institutes of Health (“NIH”), to support our ongoing development of anti-botulism antibody product candidates, of which the first, XOMA 3AB, is in a Phase 1 clinical trial. This contract is the third that NIAID has awarded us for the development of botulinum antitoxins. In October 2011, we announced that we had been awarded a fourth contract for up to \$28.0 million over five years to develop broad-spectrum antitoxins for the treatment of human botulism poisoning, bringing the program’s total potential awards to approximately \$120 million. In January 2012, we announced that we will complete NIAID biodefense contracts currently in place but will not actively pursue future contracts. Should the government choose to acquire XOMA 3AB or other biodefense products in the future, we expect to be able to provide these antibodies through an outside manufacturer.

We also have developed antibody product candidates with premier pharmaceutical companies including Novartis AG (“Novartis”) and Takeda Pharmaceutical Company Limited (“Takeda”). Two antibodies developed with Novartis, LFA102 and HCD122 (lucatumumab), are in Phase 1 and/or Phase 2 clinical development by Novartis for the potential treatment of breast or prostate cancer and hematological malignancies, respectively.

## **Significant Developments in the First Half of 2012**

### ***Gevokizumab***

- In June 2012, we initiated enrollment in a global Phase 3 study investigating the ability of gevokizumab to reduce the signs and symptoms, including vitreous haze, in patients with NIU involving the intermediate and/or posterior segment of the eye. We intend to enroll patients with active non-infectious intermediate, posterior, or pan-uveitis with a vitreous haze score equal to or greater than 2+ on the Standardization of Uveitis Nomenclature / National Eye Institute scale in at least one eye. They will be randomized to receive either one of two monthly doses of gevokizumab or placebo. The study's primary endpoint is the proportion of patients demonstrating a significant reduction in vitreous haze score on Day 56.
- In June 2012, we initiated a Phase 2 proof-of-concept study to evaluate the efficacy and safety of gevokizumab for the treatment of active inflammatory, EOA of the hand. Approximately 90 patients will be randomized to receive gevokizumab or placebo. The study is designed and powered to detect a significant improvement from baseline versus placebo in the mean Australian/Canadian Hand Osteoarthritis Index pain score in the target hand at three months.

### ***Perindopril Franchise***

- On January 17, 2012, we announced that we had acquired certain U.S. rights to a portfolio of antihypertensive products from Servier. The portfolio includes ACEON, a currently marketed ACE inhibitor, and three FDC product candidates where a proprietary form of perindopril (perindopril arginine) is combined with other active ingredient(s), such as a calcium channel blocker. We assumed commercialization activities for ACEON in January 2012 following the license transfer from Servier’s previous licensee and began shipping XOMA-labeled ACEON to pharmaceutical wholesalers in the second quarter of 2012.
- In February 2012, we initiated enrollment in a Phase 3 trial for FDC1. The trial is expected to enroll approximately 816 patients with hypertension to determine the safety and efficacy of FDC1 versus either perindopril or amlodipine alone. Based on regulatory interaction to date, if the trial generates positive results, it is expected to be the only efficacy trial needed to complement existing clinical data and will support the submission of an application to the FDA seeking approval for FDC1. Partial funding for the PATH trial was provided by Servier; the balance of study expenses, consisting primarily of costs generated by our contract research organization, are expected to be paid over time from the profits generated by our ACEON sales.

### ***Streamlining and Restructuring Charges***

- On January 5, 2012, we implemented a streamlining of operations, which resulted in a restructuring designed to sharpen our focus on value-creating opportunities led by gevokizumab and our unique antibody discovery and development capabilities. The restructuring plan included a reduction of our personnel by 84 positions, or 34%, of which 52 were eliminated immediately and the remainder eliminated as of April 6, 2012. These staff reductions resulted primarily from our decisions to utilize a contract manufacturing organization for Phase 3 and commercial antibody production and to eliminate internal research functions that are non-differentiating or that can be obtained cost effectively by contract service providers. As a result, we expect to reduce ongoing internal spending by approximately \$14 million in 2012 compared to the 2011 level. In connection with the streamlining of operations, we incurred restructuring charges in the first half of 2012 of \$2.1 million related to severance, other termination benefits and outplacement services, \$2.1 million related to the impairment and accelerated depreciation of various assets and leasehold improvements, and \$0.3 million related to moving and other facility charges.

**Management Change**

- On January 4, 2012, the Company's Board of Directors appointed John Varian, a current Board member and the interim Chief Executive Officer, as Chief Executive Officer. W. Denman Van Ness continues to serve as Chairman of the Board.

**Financings**

- In the first quarter of 2012, we sold 2,285,375 shares of common stock through McNicoll, Lewis & Vlak LLC (now known as MLV & Co. LLC, "MLV"), under our At Market Issuance Sales Agreement dated February 4, 2011 (the "2011 ATM Agreement"), for aggregate gross proceeds of \$3.3 million.
- In March 2012, we completed an underwritten public offering of 29,669,154 shares of our common stock, and accompanying warrants to purchase a total of 14,834,577 shares of our common stock, for gross proceeds of \$39.2 million.

**Results of Operations****Revenues**

Total revenues for the three and six months ended June 30, 2012 and 2011, were as follows (in thousands):

	Three Months Ended June 30,			Six Months Ended June 30,		
	2012	2011	Increase (Decrease)	2012	2011	Increase (Decrease)
License and collaborative fees	\$ 2,525	\$ 6,039	\$ (3,514)	\$ 3,538	\$ 11,866	\$ (8,328)
Contract and other	6,181	10,486	(4,305)	15,026	20,254	(5,228)
Product sales	569	-	569	576	-	576
Total revenues	<u>\$ 9,275</u>	<u>\$ 16,525</u>	<u>\$ (7,250)</u>	<u>\$ 19,140</u>	<u>\$ 32,120</u>	<u>\$ (12,980)</u>

*License and Collaborative Fees*

License and collaborative fee revenue includes fees and milestone payments related to the out-licensing of our products and technologies. The decreases in license and collaborative fee revenue for the three and six months ended June 30, 2012, as compared to the same periods in 2011, was primarily due to \$5.5 million and \$11.0 million in revenue recognized in the three and six months ended June 30, 2011, respectively, related to the collaboration and license agreement with Servier to jointly develop and commercialize gevokizumab in multiple indications. These decreases were partially offset by increases in other licensing fees of \$2.0 million and \$2.7 million in the three and six months ended June 30, 2012, respectively, as compared to the same periods in 2011. The generation of future revenue related to license fees and other collaborative arrangements is dependent on our ability to attract new licensees to our antibody technologies and new collaboration partners. We expect our revenues from license and collaborative fees in 2012 to remain comparable to 2011 levels.

*Contract and Other Revenue*

Contract and other revenues include agreements where we provide contracted research and development services to our contract and collaboration partners, including NIAID and Servier. The following table shows the activity in contract and other revenue for the three and six months ended June 30, 2012 and 2011 (in thousands):

	Three Months Ended June 30,			Six Months Ended June 30,		
	2012	2011	Increase (Decrease)	2012	2011	Increase (Decrease)
Servier	\$ 3,605	\$ 4,592	\$ (987)	\$ 7,254	\$ 6,674	\$ 580
NIAID	2,195	5,368	(3,173)	7,032	12,252	(5,220)
Other	381	526	(145)	740	1,328	(588)
Total contract and other	<u>\$ 6,181</u>	<u>\$ 10,486</u>	<u>\$ (4,305)</u>	<u>\$ 15,026</u>	<u>\$ 20,254</u>	<u>\$ (5,228)</u>

The decreases for the three and six months ended June 30, 2012, as compared to the same periods in 2011, was primarily due to decreased activity under NIAID Contract No. HHSN272200800028C (“NIAID 3”). These decreases in NIAID 3 contract revenue are partially offset by the recognition of \$2.0 million in revenue in the first quarter of 2012 related to an adjustment to previously reported revenue from NIAID resulting from an audit by NIAID’s contracting office. This revenue, which was previously deferred, was recognized upon the completion of negotiations with and approval by the NIH in March 2012. Also partially offsetting the decreases in NIAID revenue was activity under Contract No. HHSN272201100031C (“NIAID 4”) of \$0.6 million and \$1.1 million in the three and six months ended June 30, 2012, respectively. The NIAID 4 contract was executed in October 2011.

In addition, a reduction in CMC activity under the collaboration with Servier contributed to the decrease in contract and other revenue for the three months ended June 30, 2012, compared to the same period in 2011, partially offset by the recognition of partial funding received from Servier for the FDC1 Phase 3 trial. Partially offsetting the decrease in contract and other revenue for the six months ended June 30, 2012, compared to the same period in 2011, was the partial funding received from Servier for the FDC1 Phase 3 trial and an increase in gevokizumab clinical development activity under the collaboration with Servier, partially offset by a decrease in CMC activity under this collaboration.

Based on expected levels of revenue generating activities related to contract and other revenue, we expect a slight decrease in contract and other revenue in the second half of 2012 compared to the same period in 2011.

### Net Product Sales

We initiated product sales of ACEON in the first quarter of 2012. Net product sales, cost of sales, and product gross margin for the three and six months ended June 30, 2012 were as follows (in thousands):

	Three Months Ended June 30,			Six Months Ended June 30,		
	2012	2011	Increase (Decrease)	2012	2011	Increase (Decrease)
Net product sales <sup>(1)</sup>	569	-	569	576	-	576
Cost of sales <sup>(2)</sup>	81	-	81	82	-	82
Product gross margin	86%			86%		

(1) Product sales are recorded net of allowances and accruals for prompt pay discounts, volume rebates and product returns.

(2) Cost of sales includes raw materials, third-party manufacturing and production costs, and royalties payable to Servier for ACEON ® sales.

### Research and Development Expenses

Biopharmaceutical development includes a series of steps, including *in vitro* and *in vivo* preclinical testing, and Phase 1, 2 and 3 clinical studies in humans. Each of these steps is typically more expensive than the previous step, but actual timing and the cost to us depends on the product being tested, the nature of the potential disease indication and the terms of any collaborative or development arrangements with other companies or entities. After successful conclusion of all of these steps, regulatory filings for approval to market the products must be completed, including approval of manufacturing processes and facilities for the product. Our research and development expenses currently include costs of personnel, supplies, facilities and equipment, consultants, third-party costs and other expenses related to preclinical and clinical testing.

Research and development expenses were \$18.4 million and \$34.2 million for the three and six months ended June 30, 2012, respectively, compared with \$18.3 million and \$35.6 million for the same periods in 2011. The decrease of \$1.4 million for the six months ended June 30, 2012, as compared to the same period in 2011, was primarily due to a decrease in salaries and related personnel costs, partially offset by an increase in clinical trial costs.

Salaries and related personnel costs are a significant component of research and development expenses. We recorded \$5.9 million and \$12.9 million in research and development salaries and employee-related expenses for the three and six months ended June 30, 2012, respectively, as compared with \$8.8 million and \$17.6 million for the same periods in 2011. The decreases of \$2.9 million and \$4.7 million were primarily due to a decreases in salaries and benefits of \$2.1 million and \$3.1 million for the three and six months ended June 30, 2012, respectively, due to decreased headcount in manufacturing as result of the 2012 streamlining of operations, and decreases in stock-based compensation of \$0.6 million and \$1.3 million, respectively, as compared to the same periods in 2011.

Our research and development activities can be divided into earlier stage programs and later stage programs. Earlier stage programs include molecular biology, process development, pilot-scale production and preclinical testing. Also included in earlier stage programs are costs related to excess manufacturing capacity, which we expect will decrease in 2012 due to our streamlining objectives to utilize a contract manufacturing organization. Later stage programs include clinical testing, regulatory affairs and manufacturing clinical supplies. Certain research and development segment reclassifications have been made to previously reported amounts to conform to the current year’s presentation. The costs associated with these programs approximate the following (in thousands):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Earlier stage programs	\$ 9,736	\$ 10,951	\$ 18,069	\$ 22,334
Later stage programs	8,705	7,330	16,142	13,294
<b>Total</b>	<b>\$ 18,441</b>	<b>\$ 18,281</b>	<b>\$ 34,211</b>	<b>\$ 35,628</b>

Our research and development activities can also be divided into those related to our internal projects and those projects related to collaborative and contract arrangements. Certain research and development segment reclassifications have been made to previously reported amounts to conform to the current year's presentation. The costs related to internal projects versus collaborative and contract arrangements approximate the following (in thousands):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Internal projects	\$ 8,715	\$ 7,271	\$ 15,397	\$ 14,679
Collaborative and contract arrangements	9,726	11,010	18,814	20,949
<b>Total</b>	<b>\$ 18,441</b>	<b>\$ 18,281</b>	<b>\$ 34,211</b>	<b>\$ 35,628</b>

For the three and six months ended June 30, 2012, the program upon which we incurred the largest amount of expense (gevokizumab) accounted for more than 40% but less than 50% of our total research and development expenses, a second development program (NIAID) accounted for more than 20% but less than 30% of our total research and development expenses, and a third development program (XMet) accounted for more than 10% but less than 20% of our total research and development expenses. All remaining development programs accounted for less than 10% of our total research and development expenses for the three and six months ended June 30, 2012. For the three and six months ended June 30, 2011, the programs upon which we incurred the largest amount of expenses (gevokizumab and NIAID) accounted for more than 30% but less than 40%, and a third development program (XMET) accounted for more than 10% but less than 20% of our total research and development expenses. All remaining development programs accounted for less than 10% of our total research and development expenses for the three and six months ended June 30, 2011.

We expect our research and development spending in the second half of 2012 will increase compared to the same period of 2011 primarily due to the initiation of our global Phase 3 clinical program for gevokizumab for the NIU indication, the initiation of our Phase 2 proof-of-concept program for gevokizumab to evaluate moderate-to-severe inflammatory acne and the initiation of our Phase 2 proof-of-concept program for EOA of the hand, all under our license and collaboration agreement with Servier. In addition, we plan to announce the third proof-of-concept indication for gevokizumab later in 2012. Also contributing to the expected increase is the initiation of the Phase 3 trial for FDC1.

Future research and development spending may be impacted by potential new licensing or collaboration or development arrangements, as well as the termination of existing agreements. However, the scope and magnitude of future research and development expenses are difficult to predict at this time.

### ***Selling, General and Administrative Expenses***

Selling, general and administrative expenses include salaries and related personnel costs, facilities costs and professional fees. Selling, general and administrative expenses were \$3.6 million and \$8.2 million for the three and six months ended June 30, 2012, respectively, compared with \$6.1 million and \$11.5 million for the same periods in 2011. The decreases of \$2.5 million and \$3.3 million for the three and six months ended June 30, 2012, respectively, as compared to the same periods in 2011, were primarily due to decreases in stock-based compensation of \$1.1 million and \$1.5 million, respectively, and decreases in professional services costs of \$0.9 million and \$1.0 million, respectively, as compared to the same periods in 2011.

### ***Streamlining and Restructuring Charges***

In January 2012, we implemented a streamlining of operations, which resulted in a restructuring designed to sharpen our focus on value-creating opportunities led by gevokizumab and its unique antibody discovery and development capabilities. The restructuring plan included a reduction of XOMA's personnel by 84 positions, or 34%, of which 52 were eliminated immediately and the remainder eliminated as of April 6, 2012. These staff reductions resulted primarily from our decision to utilize a contract manufacturing organization for Phase 3 and commercial antibody production, and to eliminate internal research functions that are non-differentiating or that can be obtained cost effectively by contract service providers.

During the six months ended June 30, 2012, in connection with this streamlining of operations, we recorded charges of \$2.1 million, related to severance, other termination benefits and outplacement services. We do not expect to incur additional restructuring charges during the remainder of 2012 related to severance, other termination benefits and outplacement services.

In 2012, we plan to vacate and sublease leased facilities, which housed our large scale manufacturing operations and associated quality functions. During the three and six months ended June 30, 2012, we recorded charges of \$0.3 million related to moving and other facility costs in connection with the exit of these buildings. We do not expect to incur any significant restructuring charges during the remainder of 2012 in connection with lease payments for these buildings as these payments will be offset by future sublease income.

We performed an impairment analysis of property and equipment and leasehold improvements related to our manufacturing operations. Since the estimated undiscounted future cash inflows from a certain group of assets were less than the carrying value, we determined that these assets were impaired and recorded a restructuring charge of \$0.8 million during the first quarter of 2012. Further, we changed the useful life of certain property and equipment and leasehold improvements impacted by our plans to vacate two leased buildings. As a result, we recorded accelerated depreciation of \$0.4 million and \$1.3 million during the three and six months ended June 30, 2012, respectively, as restructuring charges. Subsequent to June 30, 2012, we entered into a sublease for these buildings and do not expect to incur additional restructuring charges during the remainder of 2012 related to the accelerated depreciation of property and equipment and leasehold improvements.

### Other Income (Expense)

#### Interest Expense

Interest expense and amortization of debt issuance costs are shown below for the three and six months ended June 30, 2012 and 2011 (in thousands):

	Three Months Ended June 30,			Six Months Ended June 30,		
	2012	2011	Increase (Decrease)	2012	2011	Increase (Decrease)
<b>Interest expense</b>						
Servier loan	\$ 509	\$ 538	\$ (29)	\$ 1,025	\$ 980	\$ 45
GECC term loan	406	-	406	823	-	823
Novartis note	99	85	14	199	169	30
Other	11	11	-	21	17	4
<b>Total interest expense</b>	<b>\$ 1,025</b>	<b>\$ 634</b>	<b>\$ 391</b>	<b>\$ 2,068</b>	<b>\$ 1,166</b>	<b>\$ 902</b>

The increases in interest expense of \$0.4 million and \$0.9 million for the three and six months ended June 30, 2012, respectively, as compared to the same periods in 2011 were primarily due to interest expense related to the loan with GECC, which was funded in December 2011.

#### Other Expense

Other expense primarily consisted of unrealized and realized (losses) gains. The following table shows the activity in other expense for the three and six months ended June 30, 2012 and 2011 (in thousands):

	Three Months Ended June 30,			Six Months Ended June 30,		
	2012	2011	Increase (Decrease)	2012	2011	Increase (Decrease)
<b>Other expense</b>						
Unrealized foreign exchange gain (loss) <sup>(1)</sup>	\$ 815	\$ (257)	\$ 1,072	\$ 414	\$ (1,874)	\$ 2,288
Realized foreign exchange (loss) gain <sup>(2)</sup>	-	(4)	4	9	556	(547)
Unrealized (loss) gain on foreign exchange options	(335)	157	(492)	(611)	157	(768)
Other	62	18	44	66	17	49
<b>Total other expense</b>	<b>\$ 542</b>	<b>\$ (86)</b>	<b>\$ 628</b>	<b>\$ (122)</b>	<b>\$ (1,144)</b>	<b>\$ 1,022</b>

(1) Unrealized foreign exchange gain (loss) for the three and six months ended June 30, 2012 and 2011 primarily relates to the re-measurement of the €15 million Servier loan.

(2) Realized foreign exchange gain for the six months ended March 31, 2011 primarily relates to the conversion into U.S. dollars of the €15 million cash proceeds received from Servier in January of 2011.

*Revaluation of Contingent Warrant Liabilities*

In March 2012, in connection with an underwritten offering, we issued five-year warrants to purchase 14,834,577 shares of XOMA's common stock at an exercise price of \$1.76 per share. These warrants contain provisions that are contingent on the remote occurrence of a change in control, which would conditionally obligate us to repurchase the warrants for cash in an amount equal to their fair value using the Black-Scholes Option Pricing Model (the "Black-Scholes Model") on the date of such change in control. We believe the likelihood of a change in control prior to the expiration of the warrants is remote; however, due to these provisions, we are required to account for the warrants issued in March 2012 as a liability at fair value. In addition, the estimated liability related to the warrants is required to be revalued at each reporting period until the earlier of the exercise of the warrants, at which time the liability will be reclassified to stockholders' equity, or expiration of the warrants. At issuance, the fair value of the warrant liability was estimated to be \$6.4 million using the Black-Scholes Model. We revalued the warrant liability at June 30, 2012 using the Black-Scholes Model and recorded increases in the fair value of \$2.2 million and \$16.9 million for the three and six months ended June 30, 2012, respectively, as losses in the revaluation of contingent warrant liabilities line of our condensed consolidated statements of comprehensive loss. As of June 30, 2012, 14,829,167 of these warrants were outstanding and had a fair value of \$23.3 million. This increase in liability is primarily due to the excess of the market value of our common stock at June 30, 2012 compared to the warrant exercise price.

In February 2010, in connection with an underwritten offering, we issued five-year warrants to purchase 1,260,000 shares of XOMA's common stock at an exercise price of \$10.50 per share. These warrants contain provisions that are contingent on the remote occurrence of a change in control, which would conditionally obligate us to repurchase the warrants for cash in an amount equal to their fair value using the Black-Scholes Model on the date of such change in control. We believe the likelihood of a change in control prior to the expiration of the warrants is remote; however, due to these provisions, we are required to account for the warrants issued in February 2010 as a liability at fair value. In addition, the estimated liability related to the warrants is required to be revalued at each reporting period until the earlier of the exercise of the warrants, at which time the liability will be reclassified to stockholders' equity, or expiration of the warrants. At December 31, 2011, the fair value of the warrant liability was estimated to be \$0.3 million using the Black-Scholes Model. At March 31, 2012, we changed our expected volatility assumption in the Black-Scholes Model from an estimate of volatility based on historical stock price volatility observed on XOMA's underlying stock to a volatility estimate based on the volatility implied from warrants issued by XOMA in recent private placement transactions. We revalued the warrant liability at June 30, 2012 using the Black-Scholes Model and recorded a decrease in the fair value of \$0.3 million for the six months ended June 30, 2012 as a gain in the revaluation of contingent warrant liabilities line of our condensed consolidated statements of comprehensive loss. As of June 30, 2012, all of these warrants were outstanding.

In June 2009, we issued warrants to certain institutional investors as part of a registered direct offering. The warrants represent the right to acquire an aggregate of up to 347,826 shares of XOMA's common stock over a five year period beginning December 11, 2009 at an exercise price of \$19.50 per share. These warrants contain provisions that are contingent on the remote occurrence of a change in control, which would conditionally obligate us to repurchase the warrants for cash in an amount equal to their fair value using the Black-Scholes Model on the date of such change in control. We believe the likelihood of a change in control prior to the expiration of the warrants is remote; however, due to these provisions, we are required to account for the warrants issued in June 2009 as a liability at fair value. In addition, the estimated liability related to the warrants is required to be revalued at each reporting period until the earlier of the exercise of the warrants, at which time the liability will be reclassified to stockholders' equity, or expiration of the warrants. At December 31, 2011, the fair value of the warrant liability was estimated to be \$0.1 million using the Black-Scholes Model. At March 31, 2012, we changed our expected volatility assumption in the Black-Scholes Model from an estimate of volatility based on historical stock price volatility observed on XOMA's underlying stock to a volatility estimate based on the volatility implied from warrants issued by XOMA in recent private placement transactions. We revalued the warrant liability at June 30, 2012 using the Black-Scholes Model and recorded a decrease in the fair value of \$0.1 million for the six months ended June 30, 2012 as a gain in the revaluation of contingent warrant liabilities line of our condensed consolidated statements of comprehensive loss. As of June 30, 2012, all of these warrants were outstanding.

The following table provides a summary of the changes in fair value of contingent warrant liabilities for the six months ended June 30, 2012 (in thousands):

<b>Contingent warrant liabilities</b>	<b><u>June 30, 2012</u></b>
Balance at December 31, 2011	\$ 379
Initial fair value of warrants issued in March 2012	6,390
Reclassification of contingent warrant liability to equity upon exercise of warrants	(14)
Net increase in fair value of contingent warrant liabilities upon revaluation	16,538
Balance at June 30, 2012	<u>\$ 23,293</u>

### Income Taxes

We did not recognize any income tax expense for the three and six months ended June 30, 2012 and income tax expense was not material for the three and six months ended June 30, 2011.

Accounting Standards Codification Topic 740, *Income Taxes* provides for the recognition of deferred tax assets if realization of such assets is more likely than not. Based upon the weight of available evidence, which includes our historical operating performance and carry-back potential, we have determined that total deferred tax assets should be fully offset by a valuation allowance.

We did not have unrecognized tax benefits as of June 30, 2012 and do not expect this to change significantly over the next twelve months. We will recognize future interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. As of June 30, 2012, we have not accrued interest or penalties related to uncertain tax positions.

### Liquidity and Capital Resources

The following table summarizes our cash and cash equivalents, our working capital and our cash flow activities as of the end of, and for each of, the periods presented (in thousands):

	<b>June 30, 2012</b>	<b>December 31, 2011</b>	<b>Change</b>
Cash and cash equivalents	\$ 54,917	\$ 48,344	\$ 6,573
Working Capital	\$ 56,692	\$ 42,064	\$ 14,628
	<b>Six Months Ended June 30,</b>		
	<b>2012</b>	<b>2011</b>	<b>Change</b>
Net cash used in operating activities	\$ (18,267)	\$ (13,333)	\$ (4,934)
Net cash used in investing activities	(13,111)	(2,253)	(10,858)
Net cash provided by financing activities	37,951	30,012	7,939
Effect of exchange rate changes on cash	-	(573)	573
Net increase in cash and cash equivalents	<u>\$ 6,573</u>	<u>\$ 13,853</u>	<u>\$ (7,280)</u>

#### Working Capital

The increase in working capital was primarily due to an aggregate increase of \$18.6 million in cash, cash equivalents and short-term investments, primarily due to the March 2012 underwritten public offering of 29,669,154 shares of our common stock and accompanying warrants for gross proceeds of \$39.2 million.

#### Cash Used in Operating Activities

Net cash used in operating activities was \$18.3 million for the six months ended June 30, 2012, compared with \$13.3 million for the same period in 2011. The increase in net cash used in operating activities was primarily due to a \$15.0 million license fee received in the first quarter of 2011 as consideration for the collaboration with Servier. This cash receipt in 2011 was partially offset by an \$8.0 million increase in cash receipts in 2012 as a result of the timing of receipts under our collaboration agreement with Servier.

#### Cash Used in Investing Activities

Net cash used in investing activities was \$13.1 million for the six months ended June 30, 2012, compared with \$2.3 million for the same period of 2011. Cash used in investing activities for the six months ended June 30, 2012 consisted of purchases of short-term investments of \$12.0 million and fixed asset purchases of \$1.1 million. Cash used in investing activities for the six months ended June 30, 2011 primarily consisted of fixed asset purchases.

#### Cash Provided by Financing Activities

Net cash provided by financing activities was \$38.0 million for the six months ended June 30, 2012, compared with \$30.0 million for the same period of 2011. Cash provided by financing activities in the first half of 2012 related to net proceeds received from the issuance of common stock and warrants of \$36.2 million in the March 2012 underwritten public offering and net proceeds of \$3.2 million received from the issuance of common stock under the 2011 ATM Agreement, offset by \$1.4 million principal payments on our loan with GECC. Cash provided by financing activities in the first quarter of 2011 related to proceeds received from the Servier loan for \$20.1 million and the net proceeds of \$9.9 million received from the issuance of common stock under our previous at market issuance sales agreement.

### ***Underwritten Offering and Amendment to Shareholder Rights Plan***

On March 9, 2012, we completed an underwritten public offering of 29,669,154 shares of our common stock, and accompanying warrants to purchase one half of a share of common stock for each share purchased, at a public offering price of \$1.32 per share. Total gross proceeds from the offering were approximately \$39.2 million, before deducting underwriting discounts and commissions and estimated offering expenses totaling approximately \$3.0 million. The warrants, which represent the right to acquire an aggregate of up to 14,834,577 shares of common stock, are immediately exercisable and have a five-year term and an exercise price of \$1.76 per share.

We have amended our shareholder rights agreement to provide that it will not apply to any person or entity who becomes the beneficial owner of 20% or more but less than 40% of our outstanding common stock with the prior approval of our board of directors, and our board has approved of purchasers in the March 2012 public offering becoming beneficial owners of 20% or more but less than 40% of our outstanding common stock as a result of their participation in the offering. As a result, such ownership by any such purchaser will not trigger the provisions of the rights agreement that would give each holder of the rights the right to receive upon exercise that number of common stock equivalents having a market value of two times the exercise price. The board's approval in this regard only applies to purchasers in such offering.

### ***ATM Agreement***

On February 4, 2011, we entered into the 2011 ATM Agreement with MLV, under which we may sell shares of our common stock from time to time through MLV, as our agent for the offer and sale of the shares, in an aggregate amount not to exceed the amount that can be sold under our registration statement on Form S-3 (File No. 333-172197) filed with the SEC on February 11, 2011 and amended on March 10, 2011, June 3, 2011 and January 3, 2012, which was most recently declared effective by the SEC on January 17, 2012. MLV may sell the shares by any method permitted by law deemed to be an "at the market" offering as defined in Rule 415 of the Securities Act, including without limitation sales made directly on The NASDAQ Global Market, on any other existing trading market for our common stock or to or through a market maker. MLV may also sell the shares in privately negotiated transactions, subject to our prior approval. From the inception of the 2011 ATM Agreement through August 3, 2012, we sold a total of 7,572,327 shares of common stock under this agreement for aggregate gross proceeds of \$14.6 million.

Net proceeds received during the first half of 2012 from the March 2012 public offering and 2011 ATM Agreement were used to continue development of our gevokizumab product candidate and for other working capital and general corporate purposes.

\* \* \*

We have incurred significant operating losses and negative cash flows from operations since our inception. At June 30, 2012, we had cash, cash equivalents and short-term investments of \$66.9 million. During 2012, we expect to continue using our cash, cash equivalents and short-term investments to fund ongoing operations. Additional licensing, antibody discovery and development collaboration agreements, government funding and financing arrangements may positively impact our cash balances. Based on our cash reserves and anticipated spending levels, revenue from collaborations including the gevokizumab license and collaboration agreement with Servier, funding from the loan agreement with GECC, our March 2012 public offering, biodefense contracts and licensing transactions and other sources of funding that we believe to be available, we estimate that we have sufficient cash resources to meet our anticipated net cash needs into 2014. Any significant revenue shortfalls, increases in planned spending on development programs or more rapid progress of development programs than anticipated, as well as the unavailability of anticipated sources of funding, could shorten this period. If adequate funds are not available, we will be required to delay, reduce the scope of, or eliminate one or more of our product development programs and further reduce personnel-related costs. Progress or setbacks by potentially competing products may also affect our ability to raise new funding on acceptable terms.

### **Contractual Obligations and Commitments**

We have no material changes to the *Schedule of Contractual Obligations* table as presented in Item 7 - *Management's Discussion and Analysis of Financial Condition and Results of Operations* of our 2011 Annual Report on Form 10-K. See Note 10 - *Legal Proceedings, Commitments and Contingencies*, for additional information.

### **Off-Balance Sheet Arrangements**

As of June 30, 2012 and December 31, 2011, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

## Critical Accounting Estimates

Critical accounting estimates are those that require significant judgment and/or estimates by management at the time that the financial statements are prepared such that materially different results might have been reported if other assumptions had been made. We consider certain accounting policies including, but not limited to, revenue recognition, research and development expense, long-lived assets, contingent warrant liabilities, derivative instruments and stock-based compensation to be critical policies. There have been no significant changes in our critical accounting estimates during the six months ended June 30, 2012, as compared with those previously disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the SEC on March 14, 2012.

## Subsequent Events

July 27, 2012, we entered into an agreement with CMC ICOS Biologics, Inc. (“CMC Biologics”), under which CMC Biologics will sublease our leased buildings that previously held our large scale manufacturing operations and associated quality functions. The sublease payments will fully cover our lease obligations for the remainder of the lease terms. CMC Biologics will also purchase assets affiliated with these buildings. We ceased operations in these buildings during the second quarter of 2012 as part of our streamlining of operations announced on January 5, 2012.

On July 27, 2012, XOMA collaboration partner Servier entered into an agreement with Boehringer Ingelheim (“BI”) to transfer XOMA’s technology and process for the commercial manufacture of gevokizumab. Gevokizumab currently is in Phase 3 clinical development in patients with NIU. Upon completion of the transfer and the establishment of biological comparability, BI is expected produce gevokizumab at its facility in Biberach, Germany, for XOMA’s commercial use. XOMA and Servier retain all rights to the development and commercialization of gevokizumab.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Interest Rate Risk

We are exposed to market risks in the ordinary course of our business. These risks primarily include risk related to interest rate sensitivities. Our market risks related to interest rate sensitivities at June 30, 2012 have not changed materially from those discussed in Item 7A of our Form 10-K for the year ended December 31, 2011 filed with the SEC.

### Foreign Currency Risk

We hold debt, may incur expenses, and may be owed milestones denominated in foreign currencies. The amount of debt owed, expenses incurred, or milestones owed to us will be impacted by fluctuations in these foreign currencies. When the U.S. dollar weakens against foreign currencies, the U.S. dollar value of the foreign-currency denominated debt, expense, and milestones increases, and when the U.S. dollar strengthens against these currencies, the U.S. dollar value of the foreign-currency denominated debt, expense, and milestones decreases. Consequently, changes in exchange rates will affect the amount we are required to repay on our €15.0 million loan from Servier and may affect our results of operations. Our loan from Servier was fully funded in January 2011, with the proceeds converting to approximately \$19.5 million using the January 13, 2011 Euro to U.S. dollar exchange rate. At June 30, 2012, the €150 million outstanding principal balance under this loan agreement would have equaled approximately \$18.9 million using the June 30, 2012 Euro to U.S. dollar exchange rate. In May 2011, in order to manage our foreign currency exposure relating to our principal and interest payments on our loan from Servier, we entered into two foreign exchange option contracts to buy €1.5 million and €15.0 million on January 2014 and January 2016, respectively. Upfront premiums paid on these foreign exchange option contracts totaled \$1.5 million and they had an aggregate fair value of \$0.6 million at June 30, 2012. Our use of derivative financial instruments represents risk management; we do not enter into derivative financial contracts for trading purposes.

## ITEM 4. CONTROLS AND PROCEDURES

### Evaluation of Controls and Procedures

Based on their evaluation as of June 30, 2012, our Chief Executive Officer (our principal executive officer) and our Vice President, Finance and Chief Financial Officer (our principal financial and principal accounting officer) have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) were effective at the reasonable assurance level to ensure that the information required to be disclosed by us in this quarterly report on Form 10-Q was recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules, and that such information is accumulated and communicated to us to allow timely decisions regarding required disclosures.

Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives. Our management, including our Chief Executive Officer (our principal executive officer) and our Vice President, Finance and Chief Financial Officer (our principal financial and principal accounting officer), does not expect that our disclosure controls and procedures or our internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our Company have been detected.

### **Changes in Internal Control**

There have been no changes in our internal controls over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## **PART II – OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

On April 9, 2009, a complaint was filed in the Superior Court of Alameda County, California, in a lawsuit captioned Hedrick et al. v. Genentech, Inc. et al, Case No. 09-446158. The complaint asserts claims against Genentech, us and others for alleged strict liability for failure to warn, strict product liability, negligence, breach of warranty, fraudulent concealment, wrongful death and other claims based on injuries alleged to have occurred as a result of three individuals' treatment with RAPTIVA<sup>®</sup>. The complaint seeks unspecified compensatory and punitive damages. Since then, additional complaints have been filed in the same court, bringing the total number of filed cases to seventy seven. The cases have been consolidated as a coordinated proceeding. All of the complaints allege the same claims and seek the same types of damages based on injuries alleged to have occurred as a result of the plaintiffs' treatment with RAPTIVA. Effective April 18, 2012, the parties entered into a Confidential Settlement Agreement that will result in the dismissal, with prejudice, of all but one of the cases pending in Alameda County Superior Court. The one Alameda County case not included in this settlement agreement is Kilzer v. Genentech, Inc., et al, Case No. RG-10-502461 (the "Kilzer case"). On July 23, 2012, the Court granted our motion for summary judgment in the Kilzer case and dismissed that case with prejudice. Our agreement with Genentech provides for an indemnity of XOMA and payment of legal fees and funding of this settlement agreement by Genentech, which we believe is applicable to these matters. We believe the claims against us to be without merit and intend to defend against them vigorously.

On August 4, 2010, a petition was filed in the District Court of Dallas County, Texas in a case captioned McCall v. Genentech, Inc., et al., No. 10-09544. The defendants filed a Notice of Removal to the U.S. District Court for the Northern District of Texas on September 3, 2010. The removed case is captioned McCall v. Genentech, Inc., et al., No. 3:10-cv-01747-B. The petition asserts personal injury claims against Genentech, us and others arising out of plaintiff's treatment with RAPTIVA. Effective April 18, 2012, the parties entered into a Confidential Settlement Agreement. On May 17, 2012, the Court entered an Order dismissing this case with prejudice.

On January 7, 2011, a complaint was filed in the U.S. District Court for the Northern District of Texas in a case captioned Massa v. Genentech, Inc., et al., No. 4:11CV70. This complaint alleges the same claims against Genentech, us and others and seeks the same types of damages as the complaints filed in the Superior Court of Alameda County, California referenced above. Effective April 18, 2012, the parties entered into a Confidential Settlement Agreement. On July 11, 2012, the Court entered an Order dismissing this case with prejudice.

On January 11, 2011, a complaint was filed in the U.S. District Court for the District of Massachusetts in a case captioned Sylvia, et al. v. Genentech, Inc., et al., No. 1:11-cv-10054-MLW. On June 13, 2011, a complaint was filed in the Supreme Court for the State of New York, Onondaga County. Defendants removed the case to the U.S. District Court for the Northern District of New York on November 3, 2011. These two complaints allege the same claims against Genentech, us and others and seek the same types of damages as the complaints filed in the Superior Court of Alameda County, California referenced above. No trial date has been set in either case. Our agreement with Genentech provides for an indemnity of XOMA and payment of legal fees by Genentech which we believe is applicable to these matters. We believe the claims against us to be without merit and intend to defend against them vigorously.

On April 8, 2011, four complaints were filed in the U.S. District Court for the Eastern District of Michigan. The cases are captioned: *Muniz v. Genentech, et al.*, 5:11-cv-11489-JCO-RSW; *Tifenthal v. Genentech, et al.*, 2:11-cv-11488-DPH-LJM; *Blair v. Genentech, et al.*, 2:11-cv-11463-SFC-MJH; and *Marsh v. Genentech, et al.*, 2:11-cv-11462-RHC-MKM. The complaints allege the same claims against Genentech, us and others and seek the same types of damages as the complaints filed in the Superior Court of Alameda County, California referenced above. All four cases were transferred to the U.S. District Court for the Western District of Michigan. On October 26, 2011, the Court granted the Motions to Dismiss filed by Genentech and us in all four actions. On October 31, 2011, Plaintiffs filed a Notice of Appeal in each case in the U.S. Court of Appeal for the Sixth Circuit. Oral argument was held on July 20, 2012. Our agreement with Genentech provides for an indemnity of XOMA and payment of legal fees by Genentech which we believe is applicable to these matters. We believe the claims against us to be without merit and intend to defend against them vigorously .

## ITEM 1A. RISK FACTORS

*This Quarterly Report on Form 10-Q contains forward-looking information based on our current expectations. Because our actual results may differ materially from any forward-looking statements made by or on behalf of us, this section includes a discussion of important factors that could affect our actual future results, including, but not limited to, our revenues, expenses, operating results, cash flows, net loss and loss per share. Additional risks and uncertainties not presently known to us also may impair our business operations. You should carefully consider these risk factors, together with all of the other information included in this Quarterly Report on Form 10-Q as well as our other publicly available filings with the U.S. Securities and Exchange Commission, or SEC.*

*We have marked with an asterisk (\*) those risks described below that reflect substantive changes from, or additions to, the risks described in our Annual Report on Form 10-K for the year ended December 31, 2011 .*

***Because our product candidates are still being developed, we will require substantial funds to continue; we cannot be certain that funds will be available and, if they are not available, we may have to take actions that could adversely affect your investment and may not be able to continue operations.***

We will need to commit substantial funds to continue development of our product candidates and we may not be able to obtain sufficient funds on acceptable terms, or at all. If we raise additional funds by issuing equity securities, our stockholders will experience dilution. Any debt financing or additional equity that we raise may contain terms that are not favorable to our stockholders or us. If we raise additional funds through collaboration and licensing arrangements with third parties, we may be required to relinquish some rights to our technologies or our product candidates, grant licenses on terms that are not favorable to us or enter into a collaboration arrangement for a product candidate at an earlier stage of development or for a lesser amount than we might otherwise choose.

Additional funds may not be available when we need them on terms that are acceptable to us, or at all. If adequate funds are not available on a timely basis, we may:

- terminate or delay clinical trials for one or more of our product candidates;
- further reduce our headcount and capital or operating expenditures; or
- curtail our spending on protecting our intellectual property.

We finance our operations primarily through our multiple revenue streams resulting from discovery and development collaborations, biodefense contracts, the licensing of our antibody technologies, and sales of our common stock. In September 2009, we sold our royalty interest in LUCENTIS<sup>®</sup> to Genentech, Inc., a wholly-owned member of the Roche Group (“Genentech”) for gross proceeds of \$25.0 million, including royalty revenue from the second quarter of 2009. These proceeds, along with other funds, were used to fully repay our loan from Goldman Sachs Specialty Lending Holdings, Inc. (“Goldman Sachs”). As a result, we no longer have a royalty interest in LUCENTIS. In August 2010, we sold our royalty interest in CIMZIA<sup>®</sup> for gross proceeds of \$4.0 million, including royalty revenue from the second quarter of 2010. As a result, we no longer have a royalty interest in CIMZIA. We received revenue from this royalty interest of \$0.5 million in 2010 and \$0.5 million in 2009.

Based on our cash reserves and anticipated spending levels, revenue from collaborations including our gevokizumab (formerly referred to as XOMA 052) collaboration agreement with Les Laboratoires Servier (“Servier”), funding from our loan agreements with Servier and General Electric Capital Corporation (“GECC”), our March 2012 public offering, biodefense contracts and licensing transactions and other sources of funding that we believe to be available, we believe that we have sufficient cash resources to meet our anticipated net cash needs into 2014. Any significant revenue shortfalls, increases in planned spending on development programs or more rapid progress of development programs than anticipated, as well as the unavailability of anticipated sources of funding, could shorten this period or otherwise have a material adverse impact on our ability to finance our continued operations. If adequate funds are not available, we will be required to delay, reduce the scope of, or eliminate one or more of our product development programs and further reduce personnel-related costs. Progress or setbacks by potentially competing products may also affect our ability to raise new funding on acceptable terms. As a result, we do not know when or whether:

- operations will generate meaningful funds,
- additional agreements for product development funding can be reached,
- strategic alliances can be negotiated, or
- adequate additional financing will be available for us to finance our own development on acceptable terms, or at all.

***Cash balances and operating cash flow are influenced primarily by the timing and level of payments by our licensees, collaboration and development partners, as well as by our operating costs.***

Global credit and financial market conditions may reduce our ability to access capital and cash and could negatively impact the value of our current portfolio of cash equivalents and short-term investments and our ability to meet our financing objectives.

Traditionally, we have funded a large portion of our research and development expenditures through raising capital in the equity markets. Recent events, including failures and bankruptcies among large commercial and investment banks, have led to considerable declines and uncertainties in these and other capital markets and have led to new regulatory and other restrictions that may broadly affect the nature of these markets. These circumstances could severely restrict the raising of new capital by companies such as us in the future.

Volatility in the financial markets has also created liquidity problems in investments previously thought to bear a minimal risk. For example, money market fund investors, including us, have in the past been unable to retrieve the full amount of funds, even in highly-rated liquid money market accounts, upon maturity. Although as of June 30, 2012, we have received the full amount of proceeds from money market fund investments, an inability to retrieve funds from money market fund investments as they mature in the future could have a material and adverse impact on our business, results of operations and cash flows.

Our cash and cash equivalents are maintained in highly liquid investments with remaining maturities of 90 days or less at the time of purchase. While as of the date of this filing, we are not aware of any downgrades, material losses, or other significant deterioration in the fair value of our cash equivalents since June 30, 2012, no assurance can be given that further deterioration in conditions of the global credit and financial markets would not negatively impact our current portfolio of cash equivalents or our ability to meet our financing objectives.

***Because all of our product candidates are still being developed, we have sustained losses in the past and we expect to sustain losses in the future.\****

We have experienced significant losses and, as of June 30, 2012, we had an accumulated deficit of \$932.6 million.

For the three and six months ended June 30, 2012, we had net losses of approximately \$16.2 million or \$0.24 per share of common stock (basic and diluted) and \$46.6 million or \$0.83 per share of common stock (basic and diluted), respectively. For the three and six months ended June 30, 2011, we had net losses of approximately \$8.1 million or \$0.27 per share of common stock (basic and diluted) and \$14.5 million or \$0.49 per share of common stock (basic and diluted), respectively.

Our ability to achieve profitability is dependent in large part on the success of our development programs, obtaining regulatory approval for our product candidates and entering into new agreements for product development, manufacturing and commercialization, all of which are uncertain. Our ability to fund our ongoing operations is dependent on the foregoing factors and on our ability to secure additional funds. Because our product candidates are still being developed, we do not know whether we will ever achieve sustained profitability or whether cash flow from future operations will be sufficient to meet our needs.

***We have received negative results from certain of our clinical trials, and we face uncertain results of other clinical trials of our product candidates.***

In March 2011, we announced that our Phase 2b trial of gevokizumab in Type 2 diabetes in 421 patients did not achieve the primary endpoint of reduction in hemoglobin A1c (“HbA1c”) after six monthly treatments with gevokizumab compared to placebo. In June 2011, we announced top line trial results from our six-month Phase 2a trial of gevokizumab in Type 2 diabetes in 74 patients, and there were no differences in glycemic control between the drug and placebo groups as measured by HbA1c levels.

Many of our product candidates, including gevokizumab and XOMA 3AB, will require significant additional research and development, extensive preclinical studies and clinical trials and regulatory approval prior to any commercial sales. This process is lengthy and expensive, often taking a number of years. As clinical results are frequently susceptible to varying interpretations that may delay, limit or prevent regulatory approvals, the length of time necessary to complete clinical trials and to submit an application for marketing approval for a final decision by a regulatory authority varies significantly. As a result, it is uncertain whether:

- our future filings will be delayed,
- our preclinical and clinical studies will be successful,
- we will be successful in generating viable product candidates to targets,
- we will be able to provide necessary additional data,
- results of future clinical trials will justify further development, or
- we will ultimately achieve regulatory approval for any of these product candidates.

The timing of the commencement, continuation and completion of clinical trials may be subject to significant delays relating to various causes, including completion of preclinical testing and earlier-stage clinical trials in a timely manner, scheduling conflicts with participating clinicians and clinical institutions, difficulties in identifying and enrolling patients who meet trial eligibility criteria, and shortages of available drug supply. Patient enrollment is a function of many factors, including the size of the patient population, the proximity of patients to clinical sites, the eligibility criteria for the trial, the existence of competing clinical trials and the availability of alternative or new treatments. Regardless of the initial size or relative complexity of a clinical trial, the costs of such trial may be higher than expected due to increases in duration or size of the trial, changes in the protocol pursuant to which the trial is being conducted, additional or special requirements of one or more of the healthcare centers where the trial is being conducted, changes in the regulatory requirements applicable to the trial or in the standards or guidelines for approval of the product candidate being tested or for other unforeseen reasons. In addition, we will conduct clinical trials in foreign countries in the future which may subject us to further delays and expenses as a result of increased drug shipment costs, additional regulatory requirements and the engagement of foreign clinical research organizations, as well as expose us to risks associated with foreign currency transactions insofar as we might desire to use U.S. dollars to make contract payments denominated in the foreign currency where the trial is being conducted.

All of our product candidates are prone to the risks of failure inherent in drug development. Preclinical studies may not yield results that would satisfactorily support the filing of an Investigational New Drug application (“IND”) (or a foreign equivalent) with respect to our product candidates. Even if these applications would be or have been filed with respect to our product candidates, the results of preclinical studies do not necessarily predict the results of clinical trials. Similarly, early-stage clinical trials in healthy volunteers do not predict the results of later-stage clinical trials, including the safety and efficacy profiles of any particular product candidates. In addition, there can be no assurance that the design of our clinical trials is focused on appropriate indications, patient populations, dosing regimens or other variables which will result in obtaining the desired efficacy data to support regulatory approval to commercialize the drug. Preclinical and clinical data can be interpreted in different ways. Accordingly, Food and Drug Administration (“FDA”) officials or officials from foreign regulatory authorities could interpret the data in different ways than we or our collaboration or development partners do which could delay, limit or prevent regulatory approval.

Administering any of our products or potential products may produce undesirable side effects, also known as adverse effects. Toxicities and adverse effects that we have observed in preclinical studies for some compounds in a particular research and development program may occur in preclinical studies or clinical trials of other compounds from the same program. Such toxicities or adverse effects could delay or prevent the filing of an IND (or a foreign equivalent) with respect to such products or potential products or cause us to cease clinical trials with respect to any drug candidate. In clinical trials, administering any of our products or product candidates to humans may produce adverse effects. These adverse effects could interrupt, delay or halt clinical trials of our products and product candidates and could result in the FDA or other regulatory authorities denying approval of our products or product candidates for any or all targeted indications. The FDA, other regulatory authorities, our collaboration or development partners or we may suspend or terminate clinical trials at any time. Even if one or more of our product candidates were approved for sale, the occurrence of even a limited number of toxicities or adverse effects when used in large populations may cause the FDA to impose restrictions on, or stop, the further marketing of such drugs. Indications of potential adverse effects or toxicities which may occur in clinical trials and which we believe are not significant during the course of such clinical trials may later turn out to actually constitute serious adverse effects or toxicities when a drug has been used in large populations or for extended periods of time. Any failure or significant delay in completing preclinical studies or clinical trials for our product candidates, or in receiving and maintaining regulatory approval for the sale of any drugs resulting from our product candidates, may severely harm our reputation and business.

In June 2011, Novartis announced that an advisory committee of the FDA voted in favor of the overall efficacy but not the overall safety of Ilaris<sup>®</sup> (canakinumab), a fully-human monoclonal antibody that, like gevokizumab, targets IL-1 beta, to treat gouty arthritis attacks in patients who cannot obtain adequate relief with non-steroidal anti-inflammatory drugs or colchicine. Novartis also stated that in two pivotal Phase 3 studies of canakinumab in gouty arthritis patients, a higher percentage of patients had adverse events with canakinumab than with the standard treatment for gouty arthritis, and more serious adverse events were reported by patients treated with canakinumab compared to patients receiving the standard treatment. In August 2011, Novartis announced that the FDA had issued a Complete Response Letter requesting additional information, including clinical data to evaluate the benefit risk profile of canakinumab in refractory gouty arthritis patients. We have not yet determined what impact, if any, these developments may have on the development of gevokizumab.

***If our therapeutic product candidates do not receive regulatory approval, neither our third-party collaborators nor we will be able to manufacture and market them.***

Our product candidates (including gevokizumab, perindopril arginine in combination with amlodipine besylate (“FDC1”) and XOMA 3AB) cannot be manufactured and marketed in the United States and other countries without required regulatory approvals. The United States government and governments of other countries extensively regulate many aspects of our product candidates, including:

- testing,
- manufacturing,
- promotion and marketing, and
- exporting.

In the United States, the FDA regulates pharmaceutical products under the Federal Food, Drug, and Cosmetic Act and other laws, including, in the case of biologics, the Public Health Service Act. At the present time, we believe that many of our product candidates (including gevokizumab and XOMA 3AB) will be regulated by the FDA as biologics and that some of our product candidates (including FDC1) will be regulated by the FDA as drugs. Initiation of clinical trials requires approval by health authorities. Clinical trials involve the administration of the investigational new drug to healthy volunteers or to patients under the supervision of a qualified principal investigator. Clinical trials must be conducted in accordance with FDA and International Conference on Harmonisation of Technical Requirements for Registration of Pharmaceuticals for Human Use Good Clinical Practices and the European Clinical Trials Directive under protocols that detail the objectives of the study, the parameters to be used to monitor safety and the efficacy criteria to be evaluated. Other national, foreign and local regulations may also apply. The developer of the drug must provide information relating to the characterization and controls of the product before administration to the patients participating in the clinical trials. This requires developing approved assays of the product to test before administration to the patient and during the conduct of the trial. In addition, developers of pharmaceutical products must provide periodic data regarding clinical trials to the FDA and other health authorities, and these health authorities may issue a clinical hold upon a trial if they do not believe, or cannot confirm, that the trial can be conducted without unreasonable risk to the trial participants. We cannot assure you that U.S. and foreign health authorities will not issue a clinical hold with respect to any of our clinical trials in the future.

The results of the preclinical studies and clinical testing, together with chemistry, manufacturing and controls information, are submitted to the FDA and other health authorities in the form of a New Drug Application (“NDA”) for a drug, and in the form of a Biologic License Application (“BLA”) for a biological product, requesting approval to commence commercial sales. In responding to an NDA or BLA, the FDA or foreign health authorities may grant marketing approvals, request additional information or further research, or deny the application if it determines that the application does not satisfy its regulatory approval criteria. Regulatory approval of an NDA, BLA, or supplement is never guaranteed, and the approval process can take several years and is extremely expensive. The FDA and foreign health authorities have substantial discretion in the drug and biologics approval processes. Despite the time and expense incurred, failure can occur at any stage, and we could encounter problems that cause us to abandon clinical trials or to repeat or perform additional preclinical, clinical or manufacturing-related studies.

Changes in the regulatory approval policy during the development period, changes in, or the enactment of additional regulations or statutes, or changes in regulatory review for each submitted product application may cause delays in the approval or rejection of an application. State regulations may also affect our proposed products.

The FDA and other regulatory agencies have substantial discretion in both the product approval process and manufacturing facility approval process and, as a result of this discretion and uncertainties about outcomes of testing, we cannot predict at what point, or whether, the FDA or other regulatory agencies will be satisfied with our or our collaborators' submissions or whether the FDA or other regulatory agencies will raise questions which may be material and delay or preclude product approval or manufacturing facility approval. In light of this discretion and the complexities of the scientific, medical and regulatory environment, our interpretation or understanding of the FDA's or other regulatory agencies' requirements, guidelines or expectations may prove incorrect, which could also further delay or increase the cost of the approval process. As we accumulate additional clinical data, we will submit it to the FDA and other regulatory agencies, as appropriate and such data may have a material impact on the approval process.

Given that regulatory review is an interactive and continuous process, we maintain a policy of limiting announcements and comments upon the specific details of regulatory review of our product candidates, subject to our obligations under the securities laws, until definitive action is taken.

***Even once approved, a product may be subject to additional testing or significant marketing restrictions, its approval may be withdrawn or it may be voluntarily taken off the market.***

Even if the FDA, the European Commission or another regulatory agency approves a product candidate for marketing, the approval may impose ongoing requirements for post-approval studies, including additional research and development and clinical trials, and the FDA, European Commission or other regulatory agency may subsequently withdraw approval based on these additional trials. As the current holder of the ACEON<sup>®</sup> NDA, we are required to submit annual reports to the FDA and are responsible for pharmacovigilance activities related to the product.

Even for approved products, the FDA, European Commission or other regulatory agency may impose significant restrictions on the indicated uses, conditions for use, labeling, advertising, promotion, marketing and/or production of such product.

Furthermore, a marketing approval of a product may be withdrawn by the FDA, the European Commission or another regulatory agency or such a product may be voluntarily withdrawn by the company marketing it based, for example, on subsequently arising safety concerns. In February 2009, the European Medicines Agency ("EMA") announced that it had recommended suspension of the marketing authorization of RAPTIVA<sup>®</sup> in the European Union and that its Committee for Medicinal Products for Human Use ("CHMP") had concluded that the benefits of RAPTIVA no longer outweigh its risks because of safety concerns, including the occurrence of progressive multifocal leukoencephalopathy ("PML") in patients taking the medicine. In the second quarter of 2009, Genentech announced and carried out a phased voluntary withdrawal of RAPTIVA from the U.S. market, based on the association of RAPTIVA with an increased risk of PML.

The FDA, European Commission and other agencies also may impose various civil or criminal sanctions for failure to comply with regulatory requirements, including withdrawal of product approval.

***We may issue additional equity securities and thereby materially and adversely affect the price of our common stock.***

We are authorized to issue, without stockholder approval, 1,000,000 shares of preferred stock, of which none were issued and outstanding as of August 3, 2012, which may give other stockholders dividend, conversion, voting, and liquidation rights, among other rights, which may be superior to the rights of holders of our common stock. In April 2011, the 2,959 Series B convertible preference shares previously issued to Genentech were converted by Genentech into 254,560 shares of common stock. In addition, we are authorized to issue, generally without stockholder approval, up to 92,666,666 shares of common stock, of which 68,192,351 were issued and outstanding as of August 3, 2012. If we issue additional equity securities, the price of our common stock may be materially and adversely affected.

On February 4, 2011, we entered into an At Market Issuance Sales Agreement (the "2011 ATM Agreement") with McNicoll, Lewis & Vlak LLC (now known as MLV & Co. LLC, "MLV"), under which we may sell shares of our common stock from time to time through the MLV, as our agent for the offer and sale of the shares, in an aggregate amount not to exceed the amount that can be sold under our Registration Statement on Form S-3 (File No. 333-172197) filed with the SEC on February 11, 2011 and amended on March 10, 2011, June 3, 2011 and January 3, 2012, which was most recently declared effective by the SEC on January 17, 2012. MLV may sell the shares by any method permitted by law deemed to be an "at the market" offering as defined in Rule 415 of the Securities Act, including without limitation sales made directly on The NASDAQ Global Market, on any other existing trading market for our common stock or to or through a market maker. MLV may also sell the shares in privately negotiated transactions, subject to our prior approval. From the inception of the 2011 ATM Agreement through August 3, 2012, we sold a total of 7,572,327 shares of common stock under this agreement for aggregate gross proceeds of \$14.6 million.

On March 9, 2012, we completed an underwritten public offering of 29,669,154 shares of our common stock, and accompanying warrants to purchase one half of a share of common stock for each share purchased, at a public offering price of \$1.32 per share. Total gross proceeds from the offering were approximately \$39.2 million, before deducting underwriting discounts and commissions and estimated offering expenses totaling approximately \$3.0 million. The warrants, which represent the right to acquire an aggregate of up to 14,834,577 shares of common stock, are immediately exercisable and have a five-year term and an exercise price of \$1.76 per share.

***The financial terms of future collaborative or licensing arrangements could result in dilution of our share value.***

Funding from collaboration partners and others has in the past and may in the future involve issuance by us of our shares. We cannot be certain how the purchase price of such shares, the relevant market price or premium, if any, will be determined or when such determinations will be made. Any such issuance could result in dilution in the value of our issued and outstanding shares.

***Our share price may be volatile and there may not be an active trading market for our common stock.***

There can be no assurance that the market price of our common stock will not decline below its present market price or that there will be an active trading market for our common stock. The market prices of biotechnology companies have been and are likely to continue to be highly volatile. Fluctuations in our operating results and general market conditions for biotechnology stocks could have a significant impact on the volatility of our common stock price. We have experienced significant volatility in the price of our common stock. From January 1, 2011 through August 3, 2012, the share price of our common stock has ranged from a high of \$7.71 to a low of \$1.04. Factors contributing to such volatility include, but are not limited to:

- results of preclinical studies and clinical trials,
- information relating to the safety or efficacy of products or product candidates,
- developments regarding regulatory filings,
- announcements of new collaborations,
- failure to enter into collaborations,
- developments in existing collaborations,
- our funding requirements and the terms of our financing arrangements,
- technological innovations or new indications for our therapeutic products and product candidates,
- introduction of new products or technologies by us or our competitors,
- sales and estimated or forecasted sales of products for which we receive royalties, if any,
- government regulations,
- developments in patent or other proprietary rights,
- the number of shares issued and outstanding,
- the number of shares trading on an average trading day,
- announcements regarding other participants in the biotechnology and pharmaceutical industries, and
- market speculation regarding any of the foregoing.

If we are unable to continue to meet the requirements for continued listing on The NASDAQ Global Market, then we may be de-listed. In March 2010, we received a Staff Determination letter from The NASDAQ Stock Market LLC (“NASDAQ”) indicating that we had not regained compliance with the minimum \$1.00 per share requirement for continued inclusion on The NASDAQ Global Market, pursuant to NASDAQ Listing Rule 5450(a)(1). On August 18, 2010, we effected a reverse split of our common stock in order to regain compliance.

***We may not be successful in commercializing our products, which could also affect our development efforts.***

We began commercializing our first product, ACEON, in January 2012, and we have limited experience in the sales, marketing and distribution of pharmaceutical products. There can be no assurance that we will be able to maintain the arrangements we have with third-party suppliers, distributors and other service providers that are necessary for us to perform these activities or that our efforts will be successful. Maintaining or expanding these arrangements, or developing our own capabilities, may divert attention and resources from or otherwise negatively affect our development programs.

Our rights to commercialize ACEON are licensed from Servier, and we are obligated to develop and commercialize the products covered by our agreement in accordance with the terms and conditions of that agreement. Our ability to satisfy some of these obligations is dependent on factors that are outside of our control, and our agreement may be terminated if we materially breach our obligations and fail to cure such breach or for other reasons. If our agreement is terminated, we would have no further rights to develop and commercialize these products.

Furthermore, because we intend to use revenues generated by sales of ACEON in part to fund development of FDC1, lower than expected revenues from such sales could adversely affect our ability to fund the costs of such development.

***We are subject to various state and federal healthcare related laws and regulations that may impact the commercialization of ACEON or our product candidates and could subject us to significant fines and penalties.***

Our operations may be directly or indirectly subject to various state and federal healthcare laws, including, without limitation, the federal Anti-Kickback Statute, the federal False Claims Act and HIPAA/HITECH. These laws may impact, among other things, the commercial operations for ACEON or any of our product candidates that may be approved for commercial sale.

The federal Anti-Kickback Statute prohibits persons from knowingly and willingly soliciting, offering, receiving or providing remuneration, directly or indirectly, in exchange for or to induce either the referral of an individual, or the furnishing or arranging for a good or service, for which payment may be made under a federal healthcare program such as the Medicare and Medicaid programs. Several courts have interpreted the statute's intent requirement to mean that if any one purpose of an arrangement involving remuneration is to induce referrals of federal healthcare covered business, the statute has been violated. The Anti-Kickback Statute is broad and prohibits many arrangements and practices that are lawful in businesses outside of the healthcare industry. Penalties for violations of the federal Anti-Kickback Statute include criminal penalties and civil sanctions such as fines, imprisonment and possible exclusion from Medicare, Medicaid and other federal healthcare programs. Many states have also adopted laws similar to the federal Anti-Kickback Statute, some of which apply to the referral of patients for healthcare items or services reimbursed by any source, not only the Medicare and Medicaid programs. The Physician Payments Sunshine Act also has several state equivalents, which require, and under which the federal government will require in 2013, disclosure of payments we make to physicians for consulting and other services.

The federal False Claims Act prohibits persons from knowingly filing, or causing to be filed, a false claim to, or the knowing use of false statements to obtain payment from the federal government. Suits filed under the False Claims Act, known as "qui tam" actions, can be brought by any individual on behalf of the government and such individuals, commonly known as "whistleblowers," may share in any amounts paid by the entity to the government in fines or settlement. The filing of qui tam actions has caused a number of pharmaceutical, medical device and other healthcare companies to have to defend a False Claims Act action. When an entity is determined to have violated the False Claims Act, it may be required to pay up to three times the actual damages sustained by the government, plus civil penalties for each separate false claim. Various states have also enacted laws modeled after the federal False Claims Act.

The federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, created new federal criminal statutes that prohibit executing a scheme to defraud any healthcare benefit program and making false statements relating to healthcare matters and was amended by the Health Information Technology and Clinical Health Act, or HITECH, and its implementing regulations, which imposes certain requirements relating to the privacy, security and transmission of individually identifiable health information. In order to comply with these laws, we have implemented a compliance program to actively identify, prevent and mitigate risk through the implementation of compliance policies and systems and by promoting a culture of compliance. Although we take our obligation to maintain our compliance with these various laws and regulations seriously and our compliance program is designed to prevent the violation of these laws and regulations, if we are found to be in violation of any of the laws and regulations described above or other applicable state and federal healthcare fraud and abuse laws, we may be subject to penalties, including civil and criminal penalties, damages, fines, exclusion from government healthcare reimbursement programs and the curtailment or restructuring of our operations, all of which could have a material adverse effect on our business and results of operations.

***Certain of our technologies are in-licensed from third parties, so our capabilities using them are restricted and subject to additional risks.***

We license technologies from third parties. These technologies include but are not limited to phage display technologies licensed to us in connection with our bacterial cell expression technology licensing program. However, our use of these technologies is limited by certain contractual provisions in the licenses relating to them and, although we have obtained numerous licenses, intellectual property rights in the area of phage display are particularly complex. If the owners of the patent rights underlying the technologies we license do not properly maintain or enforce those patents, our competitive position and business prospects could be harmed. Our success will depend in part on the ability of our licensors to obtain, maintain and enforce our in-licensed intellectual property. Our licensors may not successfully prosecute the patent applications to which we have licenses, or our licensors may fail to maintain existing patents. They may determine not to pursue litigation against other companies that are infringing these patents, or they may pursue such litigation less aggressively than we would. Our licensors may also seek to terminate our license, which could cause us to lose the right to use the licensed intellectual property and adversely affect our ability to commercialize our technologies, products or services.

***We do not know whether there will be, or will continue to be, a viable market for the products in which we have an ownership or royalty interest.***

Even if products in which we have an interest receive approval in the future, they may not be accepted in the marketplace. In addition, we or our collaborators or licensees may experience difficulties in launching new products, many of which are novel and based on technologies that are unfamiliar to the healthcare community. We have no assurance that healthcare providers and patients will accept such products, if developed. For example, physicians and/or patients may not accept a product for a particular indication because it has been biologically derived (and not discovered and developed by more traditional means) or if no biologically derived products are currently in widespread use in that indication. Similarly, physicians may not accept a product if they believe other products to be more effective or more cost effective or are more comfortable prescribing other products.

Safety concerns may also arise in the course of on-going clinical trials or patient treatment as a result of adverse events or reactions. For example, in February 2009, the EMA announced that it had recommended suspension of the marketing authorization of RAPTIVA in the European Union and EMD Serono Inc., the company that marketed RAPTIVA in Canada (“EMD Serono”) announced that, in consultation with Health Canada, the Canadian health authority (“Health Canada”), it would suspend marketing of RAPTIVA in Canada. In March 2009, Merck Serono Australia Pty Ltd, the company that marketed RAPTIVA in Australia (“Merck Serono Australia”), following a recommendation from the Therapeutic Goods Administration, the Australian health authority (“TGA”), announced that it was withdrawing RAPTIVA from the Australian market. In the second quarter of 2009, Genentech announced and carried out a phased voluntary withdrawal of RAPTIVA from the U.S. market, based on the association of RAPTIVA with an increased risk of PML. As a result, sales of RAPTIVA ceased in the second quarter of 2009.

Furthermore, government agencies, as well as private organizations involved in healthcare, from time to time publish guidelines or recommendations to healthcare providers and patients. Such guidelines or recommendations can be very influential and may adversely affect the usage of any products we may develop directly (for example, by recommending a decreased dosage of a product in conjunction with a concomitant therapy or a government entity withdrawing its recommendation to screen blood donations for certain viruses) or indirectly (for example, by recommending a competitive product over our product). Consequently, we do not know if physicians or patients will adopt or use our products for their approved indications.

Even approved and marketed products are subject to risks relating to changes in the market for such products. Introduction or increased availability of generic versions of products can alter the market acceptance of branded products, such as ACEON. In addition, unforeseen safety issues may arise at any time, regardless of the length of time a product has been on the market.

***Our third-party collaborators, licensees, suppliers or contractors may not have adequate manufacturing capacity sufficient to meet market demand.***

Upon approval of any of our product candidates or in the event of increased demand for marketed products, we do not know whether the capacity of the manufacturing facilities of our existing or future third-party collaborators, licensees, suppliers or contractors will be available or can be increased to produce sufficient quantities of our products to meet market demand. Also, if we or our third-party collaborators, licensees, suppliers or contractors need additional manufacturing facilities to meet market demand, we cannot predict that we will successfully obtain those facilities because we do not know whether they will be available on acceptable terms. In addition, any manufacturing facilities acquired or used to meet market demand must meet the FDA’s quality assurance guidelines.

***Our agreements with third parties, many of which are significant to our business, expose us to numerous risks.***

Our financial resources and our marketing experience and expertise are limited. Consequently, our ability to successfully develop products depends, to a large extent, upon securing the financial resources and/or marketing capabilities of third parties.

- In April 1996, we entered into an agreement with Genentech whereby we agreed to co-develop Genentech's humanized monoclonal antibody product RAPTIVA. In April 1999, March 2003, and January 2005, the companies amended the agreement. In October 2003, RAPTIVA was approved by the FDA for the treatment of adults with chronic moderate-to-severe plaque psoriasis who are candidates for systemic therapy or phototherapy and, in September 2004, Merck Serono announced the product's approval in the European Union. In January 2005, we entered into a restructuring of our collaboration agreement with Genentech which ended our existing cost and profit sharing arrangement related to RAPTIVA in the United States and entitled us to a royalty interest on worldwide net sales. In February 2009, the EMA announced that it had recommended suspension of the marketing authorization of RAPTIVA in the European Union and EMD Serono announced that, in consultation with Health Canada, it would suspend marketing of RAPTIVA in Canada. In March 2009, Merck Serono Australia, following a recommendation from the TGA, announced that it was withdrawing RAPTIVA from the Australian market. In the second quarter of 2009, Genentech announced and carried out a phased voluntary withdrawal of RAPTIVA from the U.S. market, based on the association of RAPTIVA with an increased risk of PML. As a result, sales of RAPTIVA ceased in the second quarter of 2009.
- In March 2004, we announced we had agreed to collaborate with Chiron Corporation (now Novartis) for the development and commercialization of antibody products for the treatment of cancer. In April 2005, we announced the initiation of clinical testing of the first product candidate out of the collaboration, HCD122, an anti-CD40 antibody, in patients with advanced chronic lymphocytic leukemia. In October 2005, we announced the initiation of the second clinical trial of HCD122 in patients with multiple myeloma. In November 2008, we announced the restructuring of this product development collaboration, which involved six development programs including the ongoing HCD122 and LFA102 programs. In exchange for cash and debt reduction on our existing loan facility with Novartis, Novartis has control over the HCD122 and LFA102 programs and the additional ongoing program, as well as the right to expand the development of these programs into additional indications outside of oncology.
- In March 2005, we entered into a contract with the National Institute of Allergy and Infectious Diseases ("NIAID") to produce three monoclonal antibodies designed to protect U.S. citizens against the harmful effects of botulinum neurotoxin used in bioterrorism. In July 2006, we entered into an additional contract with NIAID for the development of an appropriate formulation for human administration of these three antibodies in a single injection. In September 2008, we announced that we were awarded an additional contract with NIAID to support our on-going development of drug candidates toward clinical trials in the treatment of botulism poisoning. In October 2011, we announced we had been awarded an additional contract with NIAID to develop broad-spectrum antitoxins for the treatment of human botulism poisoning.
- In December 2010, we entered into a license and collaboration agreement with Servier, to jointly develop and commercialize gevokizumab in multiple indications. Under the terms of the agreement, Servier has worldwide rights to diabetes and cardiovascular disease indications and rights outside the United States and Japan to Behçet's uveitis and other inflammatory and oncology indications. We retain development and commercialization rights for Behçet's uveitis and other inflammatory disease and oncology indications in the United States and Japan and have an option to reacquire rights to diabetes and cardiovascular disease indications from Servier in these territories. Should we exercise this option, we will be required to pay Servier an option fee and partially reimburse their incurred development expenses. The agreement contains customary termination rights relating to matters such as material breach by either party, safety issues and patents. Servier also has a unilateral right to terminate the agreement on a country-by-country basis or in its entirety with six months' notice.
- In December 2010, we also entered into a loan agreement with Servier, which provides for an advance of up to €15.0 million and was fully funded in January 2011 with the proceeds converting to approximately \$19.5 million at the January 13, 2011 Euro to U.S. dollar exchange rate. This loan is secured by an interest in our intellectual property rights to all gevokizumab indications worldwide, excluding the United States and Japan. The loan has a final maturity date in 2016; however, after a specified period prior to final maturity, the loan is required to be repaid (i) at Servier's option, by applying up to a significant percentage of any milestone or royalty payments owed by Servier under our collaboration agreement and (ii) using a significant percentage of any upfront, milestone or royalty payments we receive from any third-party collaboration or development partner for rights to gevokizumab in the United States and/or Japan. In addition, the loan becomes immediately due and payable upon certain customary events of default. At June 30, 2012, the €15.0 million outstanding principal balance under this loan agreement would have equaled approximately \$18.9 million using the June 30, 2012 Euro to U.S. dollar exchange rate.

- In December 2011, we entered into a loan agreement with GECC, under which GECC agreed to make a term loan in an aggregate principal amount of \$10 million to XOMA (US) LLC, our wholly owned subsidiary, and upon execution of the loan agreement, GECC funded the term loan. The term loan is guaranteed by us and our two other principal subsidiaries, XOMA Ireland Limited and XOMA Technology Ltd. As security for our obligations under the loan agreement, we, XOMA (US) LLC, XOMA Ireland Limited and XOMA Technology Ltd. each granted a security interest pursuant to a guaranty, pledge and security agreement in substantially all of our existing and after-acquired assets, excluding our intellectual property assets (such as those relating to our gevokizumab and anti-botulism products). We are required to repay the principal amount of the Term Loan over a period of 42 consecutive equal monthly installments of principal and accrued interest. The term loan matures on June 30, 2015, and at maturity, we will make an additional payment equal to 5% of the term loan (“Final Payment Fee”). The loan agreement contains customary representations and warranties and customary affirmative and negative covenants, including restrictions on the ability to incur indebtedness, grant liens, make investments, dispose of assets, enter into transactions with affiliates and amend existing material agreements, in each case subject to various exceptions. In addition, the loan agreement contains customary events of default that entitle GECC to cause any or all of the indebtedness under the loan agreement to become immediately due and payable. The events of default include any event of default under a material agreement or certain other indebtedness. We may voluntarily prepay the term loan in full, but not in part, and any voluntary and certain mandatory prepayments are subject to a prepayment premium of 3% in the first year of the loan, 2% in the second year and 1% thereafter, with certain exceptions. We will also be required to pay the Final Payment Fee in connection with any voluntary or mandatory prepayment. Pursuant to the loan agreement, we issued to GECC unregistered stock purchase warrants, which entitle GECC to purchase up to an aggregate of 263,158 unregistered shares of XOMA common stock at an exercise price equal to \$1.14 per share, are immediately exercisable and expire on December 30, 2016.
- Effective in January 2012, we entered into an amended and restated agreement with Servier for the United States commercialization rights to ACEON and the development and commercialization in the U.S. of up to three products combining perindopril with other cardiovascular drugs in fixed-dose combinations (“FDCs”). This agreement, together with a related trademark license agreement, provides us with exclusive U.S. rights to ACEON and FDC1, and options on two additional FDCs. The arrangement also provides that Servier will supply to us, and we will purchase exclusively from Servier, the active ingredients in ACEON and the FDCs, in some cases for a limited period. The agreement contains customary termination rights relating to matters such as material breach by either party, insolvency of either party or safety issues. Each party also has the right to terminate the arrangement if FDC1 does not receive FDA approval by December 31, 2014. Servier also has the right to terminate the arrangement if certain aspects of our commercialization strategy are not successful and Servier does not consent to an alternative strategy or, as to the FDCs, if we breach our obligations to certain of our service providers.
- We have licensed our bacterial cell expression technology, an enabling technology used to discover and screen, as well as develop and manufacture, recombinant antibodies and other proteins for commercial purposes, to over 60 companies. As of August 3, 2012, we were aware of two antibody products manufactured using this technology that have received FDA approval, Genentech’s LUCENTIS (ranibizumab injection) for treatment of neovascular wet age-related macular degeneration and UCB’s CIMZIA (certolizumab pegol) for treatment of Crohn’s disease and rheumatoid arthritis. In the third quarter of 2009, we sold our LUCENTIS royalty interest to Genentech. In the third quarter of 2010, we sold our CIMZIA royalty interest.

Because our collaborators, licensees, suppliers and contractors are independent third parties, they may be subject to different risks than we are and have significant discretion in, and different criteria for, determining the efforts and resources they will apply related to their agreements with us. If these collaborators, licensees, suppliers and contractors do not successfully perform the functions for which they are responsible, we may not have the capabilities, resources or rights to do so on our own.

We do not know whether we, our collaborators or licensees will successfully develop and market any of the products that are or may become the subject of any of our collaboration or licensing arrangements. In some cases these arrangements provide for funding solely by our collaborators or licensees, and in other cases, such as our arrangement with Servier for gevokizumab, all of the funding for certain projects and a significant portion of the funding for other projects is to be provided by our collaborator or licensee. Even when we have a collaborative relationship, other circumstances may prevent it from resulting in successful development of marketable products. In addition, third-party arrangements such as ours also increase uncertainties in the related decision-making processes and resulting progress under the arrangements, as we and our collaborators or licensees may reach different conclusions, or support different paths forward, based on the same information, particularly when large amounts of technical data are involved. Furthermore, our contracts with NIAID contain numerous standard terms and conditions provided for in the applicable federal acquisition regulations and customary in many government contracts. Uncertainty exists as to whether we will be able to comply with these terms and conditions in a timely manner, if at all. In addition, we are uncertain as to the extent of NIAID’s demands and the flexibility that will be granted to us in meeting those demands.

Although we continue to evaluate additional strategic alliances and potential partnerships, we do not know whether or when any such alliances or partnerships will be entered into.

***Products and technologies of other companies may render some or all of our products and product candidates noncompetitive or obsolete.\****

Developments by others may render our products, product candidates, or technologies obsolete or uncompetitive. Technologies developed and utilized by the biotechnology and pharmaceutical industries are continuously and substantially changing. Competition in antibody-based technologies is intense and expected to increase in the future as a number of established biotechnology firms and large chemical and pharmaceutical companies advance in these fields. Many of these competitors may be able to develop products and processes competitive with or superior to our own for many reasons, including that they may have:

- significantly greater financial resources,
- larger research and development and marketing staffs,
- larger production facilities,
- entered into arrangements with, or acquired, biotechnology companies to enhance their capabilities, or
- extensive experience in preclinical testing and human clinical trials.

These factors may enable others to develop products and processes competitive with or superior to our own or those of our collaborators. In addition, a significant amount of research in biotechnology is being carried out in universities and other non-profit research organizations. These entities are becoming increasingly interested in the commercial value of their work and may become more aggressive in seeking patent protection and licensing arrangements. Furthermore, many companies and universities tend not to announce or disclose important discoveries or development programs until their patent position is secure or, for other reasons, later; as a result, we may not be able to track development of competitive products, particularly at the early stages. Positive or negative developments in connection with a potentially competing product may have an adverse impact on our ability to raise additional funding on acceptable terms. For example, if another product is perceived to have a competitive advantage, or another product's failure is perceived to increase the likelihood that our product will fail, then investors may choose not to invest in us on terms we would accept or at all.

The examples below pertain to competitive events in the market which we review quarterly and are not intended to be representative of all existing competitive events.

*Gevokizumab*

We, in collaboration with Servier, are developing gevokizumab, a potent anti-inflammatory monoclonal antibody targeting IL-1 beta. Other companies are developing other products based on the same or similar therapeutic targets as gevokizumab and these products may prove more effective than gevokizumab. We are aware that:

- Novartis markets and is developing Ilaris (canakinumab, ACZ885), a fully human monoclonal antibody that selectively binds to and neutralizes IL-1 beta. Since 2009, canakinumab has been approved in over 50 countries for the treatment of children and adults suffering from Cryopyrin-Associated Periodic Syndrome ("CAPS"). Novartis has filed for regulatory approval of canakinumab in the U.S. and Europe for the treatment acute attacks in gouty arthritis. In August 2011, Novartis announced that the FDA had issued a Complete Response Letter requesting additional information, including clinical data to evaluate the benefit risk profile of canakinumab in refractory gouty arthritis patients. In September 2011, Novartis announced positive results of a pivotal Phase 3 trial of canakinumab in patients with systemic juvenile idiopathic arthritis and that it plans to seek regulatory approval for this indication in 2012. Novartis is also pursuing other diseases in which IL-1 beta may play a prominent role, such as systemic secondary prevention of cardiovascular events.
- Eli Lilly and Company ("Lilly") is developing a monoclonal antibody to IL-1 beta in Phase 1 development for the treatment of cardiovascular disease. In June 2011, Lilly reported results from a Phase 2 study of LY2189102 in 106 patients with Type 2 diabetes, showing a significant ( $p < 0.05$ ), early reduction in C reactive protein, moderate reduction in HbA1c and anti-inflammatory effects. We do not know whether LY2189102 remains in development.

- In 2008, Swedish Orphan Biovitrum obtained from Amgen the global exclusive rights to Kineret<sup>®</sup> (anakinra) for rheumatoid arthritis as currently indicated in its label. In November 2009, the agreement regarding Swedish Orphan Biovitrum's Kineret license was expanded to include certain orphan indications. Kineret is an IL-1 receptor antagonist (IL-1ra) which has been evaluated in multiple IL-1 mediated diseases, including indications we are considering for gevokizumab. In addition to other on-going studies, a proof-of-concept clinical trial in the United Kingdom investigating Kineret in patients with a certain type of myocardial infarction, or heart attack, has been completed. In August 2010, Biovitrum announced that the FDA had granted orphan drug designation to Kineret for the treatment of CAPS.
- In February 2008, Regeneron Pharmaceuticals, Inc. ("Regeneron") announced it had received marketing approval from the FDA for ARCALYST<sup>®</sup> (rilonacept) Injection for Subcutaneous Use, an interleukin-1 blocker or IL-1 Trap, for the treatment of CAPS, including Familial Cold Auto-inflammatory Syndrome and Muckle-Wells Syndrome in adults and children 12 and older. In September 2009, Regeneron announced that rilonacept was approved in the European Union for CAPS. In June 2010 and February 2011, Regeneron announced positive results of two Phase 3 clinical trials of rilonacept in gout. In November 2011, Regeneron announced that the FDA had accepted for review Regeneron's supplemental BLA for ARCALYST for the prevention and treatment of gout. A meeting of an FDA advisory panel to review this supplemental BLA was held in May 2012 with a recommendation against approval of the new use in gout. In July 2012, the FDA issued a complete response letter that states that the FDA cannot approve the application in its current form and has requested additional clinical data, as well as additional CMC information related to a proposed new dosage form. Regeneron is reviewing the complete response letter from the FDA and will determine appropriate next steps.
- Amgen has been developing AMG 108, a fully human monoclonal antibody that targets inhibition of the action of IL-1. In April 2008, Amgen discussed results from a Phase 2 study in rheumatoid arthritis. AMG 108 showed statistically significant improvement in the signs and symptoms of rheumatoid arthritis and was well tolerated. In January 2011, MedImmune, the worldwide biologics unit for AstraZeneca PLC, announced that Amgen granted it rights to develop AMG 108 worldwide except in Japan.
- In June 2009, Cytos Biotechnology AG announced the initiation of an ascending dose Phase 1/2a study of CYT013-IL1bQb, a therapeutic vaccine targeting IL-1 beta, in Type 2 diabetes. In 2010, this study was extended to include two additional groups of patients.
- We are aware that the following companies have completed or are conducting or planning Phase 3 clinical trials of the following products for the treatment of intermediate, posterior or pan-noninfectious uveitis: Abbott - HUMIRA<sup>®</sup> (adalimumab); Lux Biosciences, Inc. - LUVENIQ (voclosporin); Novartis - Myfortic<sup>®</sup> (mycophenolate sodium) and Santen Pharmaceutical Co., Ltd. - Sirolimus (rapamycin).

### *Perindopril*

We are currently selling ACEON, an angiotensin converting enzyme ("ACE") inhibitor, and developing FDC1.

The ACE inhibitor market is highly genericized with all options being available generically. We are aware that:

- The number one product (based on annual sales) in the United States within the ACE inhibitor category is lisinopril, formerly marketed by Astra-Zeneca Pharmaceuticals LP under the brand ZESTRIL<sup>®</sup> and by Merck & Co. under the brand Prinivil<sup>®</sup>.
- There are multiple options in the fixed-dose combination market combining ACE inhibitors with diuretics, and two options combining an ACE inhibitor with a calcium channel blocker. Current options with a calcium channel blocker are benazepril/amlodipine, formerly marketed by Novartis Pharmaceuticals as Lotrel<sup>®</sup>, and trandolapril/verapamil, formerly marketed by Abbot Laboratories as Tarka<sup>®</sup>.

ACE inhibitors are a segment of the larger Renin Angiotensin Aldosterone System, or RAAS, market. This market is comprised of ACE inhibitors and angiotensin receptor blockers (“ARB”). Both classes act on the RAAS in different ways to control blood pressure. We are aware that:

- The most successful of the ARBs (in terms of annual sales) is valsartan, trade name Diovan<sup>®</sup>, which is marketed by Novartis. This compound, along with other ARBs, has been developed in multiple fixed-dose combination products: with a diuretic, a calcium channel blocker (amlodipine) and as a triple combination of all three.

Our perindopril franchise will compete directly with FDCs containing an ACE inhibitor and secondarily with fixed-dose combinations containing an ARB.

#### *XOMA 3AB*

We are also developing XOMA 3AB, a combination, or cocktail, of antibodies designed to neutralize the most potent of botulinum toxins. Other companies are developing other products targeting botulism poisoning and these products may prove more effective than XOMA 3AB. We are aware that:

- Cangene Corporation has a contract with the U.S. Department of Health & Human Services, expected to be for \$423.0 million, to manufacture and supply an equine heptavalent botulism anti-toxin.
- Emergent BioSolutions, Inc., is currently in development of a botulism immunoglobulin candidate that may compete with our anti-botulinum neurotoxin monoclonal antibodies.

#### ***Manufacturing risks and inefficiencies may adversely affect our ability to manufacture products for ourselves or others.***

To the extent we continue to provide manufacturing services for our own benefit or to third parties, we are subject to manufacturing risks. Additionally, unanticipated fluctuations in customer requirements have led and may continue to lead to manufacturing inefficiencies, which if significant could lead to an impairment on our long-lived assets or restructuring activities. We must utilize our manufacturing operations in compliance with regulatory requirements, in sufficient quantities and on a timely basis, while maintaining acceptable product quality and manufacturing costs. Additional resources and changes in our manufacturing processes may be required for each new product, product modification or customer or to meet changing regulatory or third-party requirements, and this work may not be successfully or efficiently completed.

Manufacturing and quality problems may arise in the future to the extent we continue to perform these manufacturing activities for our own benefit or for third parties. Consequently, our development goals or milestones may not be achieved in a timely manner or at a commercially reasonable cost, or at all. In addition, to the extent we continue to make investments to improve our manufacturing operations, our efforts may not yield the improvements that we expect.

#### ***Failure of our products to meet current Good Manufacturing Practices standards may subject us to delays in regulatory approval and penalties for noncompliance.***

Our contract manufacturers are required to produce ACEON and our clinical product candidates under current Good Manufacturing Practices, or cGMP, in order to meet acceptable standards for use in our clinical trials and for commercial sale, as applicable. If such standards change, the ability of contract manufacturers to produce ACEON and our product candidates on the schedule we require for our clinical trials or to meet commercial requirements may be affected. In addition, contract manufacturers may not perform their obligations under their agreements with us or may discontinue their business before the time required by us to successfully produce clinical and commercial supplies of ACEON and our product candidates. We and our contract manufacturers are subject to pre-approval inspections and periodic unannounced inspections by the FDA and corresponding state and foreign authorities to ensure strict compliance with cGMP and other applicable government regulations and corresponding foreign standards. We do not have control over a third-party manufacturer’s compliance with these regulations and standards. Any difficulties or delays in our contractors’ manufacturing and supply of ACEON and our product candidates or any failure of our contractors to maintain compliance with the applicable regulations and standards could increase our costs, cause us to lose revenue, make us postpone or cancel clinical trials, prevent or delay regulatory approval by the FDA and corresponding state and foreign authorities, prevent the import and/or export of ACEON and our product candidates, or cause ACEON and any of our product candidates that may be approved for commercial sale to be recalled or withdrawn.

#### ***Because many of the companies we do business with are also in the biotechnology sector, the volatility of that sector can affect us indirectly as well as directly.***

As a biotechnology company that collaborates with other biotechnology companies, the same factors that affect us directly can also adversely impact us indirectly by affecting the ability of our collaborators, partners and others we do business with to meet their obligations to us and reduce our ability to realize the value of the consideration provided to us by these other companies.

For example, in connection with our licensing transactions relating to our bacterial cell expression technology, we have in the past and may in the future agree to accept equity securities of the licensee in payment of license fees. The future value of these or any other shares we receive is subject both to market risks affecting our ability to realize the value of these shares and more generally to the business and other risks to which the issuer of these shares may be subject.

***As we do more business internationally, we will be subject to additional political, economic and regulatory uncertainties.***

We may not be able to successfully operate in any foreign market. We believe that, because the pharmaceutical industry is global in nature, international activities will be a significant part of our future business activities and that, when and if we are able to generate income, a substantial portion of that income will be derived from product sales and other activities outside the United States. Foreign regulatory agencies often establish standards different from those in the United States, and an inability to obtain foreign regulatory approvals on a timely basis could put us at a competitive disadvantage or make it uneconomical to proceed with a product or product candidate's development. International operations and sales may be limited or disrupted by:

- imposition of government controls,
- export license requirements,
- political or economic instability,
- trade restrictions,
- changes in tariffs,
- restrictions on repatriating profits,
- exchange rate fluctuations,
- withholding and other taxation, and
- difficulties in staffing and managing international operations.

***We are subject to foreign currency exchange rate risks.***

We are subject to foreign currency exchange rate risks because substantially all of our revenues and operating expenses are paid in U.S. dollars, but we pay interest and principal obligations with respect to our loan from Servier in Euros. To the extent that the U.S. dollar declines in value against the Euro, the effective cost of servicing our Euro-denominated debt will be higher. Changes in the exchange rate result in foreign currency gains or losses. Although we have managed some of our exposure to changes in foreign currency exchange rates by entering into foreign exchange option contracts, there can be no assurance that foreign currency fluctuations will not have a material adverse effect on our business, financial condition, liquidity or results of operations. In addition, our foreign exchange option contracts are re-valued at each financial reporting period, which may also result in gains or losses from time to time.

***If we and our partners are unable to protect our intellectual property, in particular our patent protection for our principal products, product candidates and processes, and prevent its use by third parties, our ability to compete in the market will be harmed, and we may not realize our profit potential.***

We rely on patent protection, as well as a combination of copyright, trade secret, and trademark laws to protect our proprietary technology and prevent others from duplicating our products or product candidates. However, these means may afford only limited protection and may not:

- prevent our competitors from duplicating our products,
- prevent our competitors from gaining access to our proprietary information and technology, or
- permit us to gain or maintain a competitive advantage.

Because of the length of time and the expense associated with bringing new products to the marketplace, we and our collaboration and development partners hold and are in the process of applying for a number of patents in the United States and abroad to protect our product candidates and important processes and also have obtained or have the right to obtain exclusive licenses to certain patents and applications filed by others. However, the mere issuance of a patent is not conclusive as to its validity or its enforceability. The U.S. Federal Courts or equivalent national courts or patent offices elsewhere may invalidate our patents or find them unenforceable. In addition, the laws of foreign countries may not protect our intellectual property rights effectively or to the same extent as the laws of the United States. If our intellectual property rights are not adequately protected, we may not be able to commercialize our technologies, products, or services, and our competitors could commercialize our technologies, which could result in a decrease in our sales and market share that would harm our business and operating results. Specifically, the patent position of biotechnology companies generally is highly uncertain and involves complex legal and factual questions. The legal standards governing the validity of biotechnology patents are in transition, and current defenses as to issued biotechnology patents may not be adequate in the future. Accordingly, there is uncertainty as to:

- whether any pending or future patent applications held by us will result in an issued patent, or that if patents are issued to us, that such patents will provide meaningful protection against competitors or competitive technologies,
- whether competitors will be able to design around our patents or develop and obtain patent protection for technologies, designs or methods that are more effective than those covered by our patents and patent applications, or
- the extent to which our product candidates could infringe on the intellectual property rights of others, which may lead to costly litigation, result in the payment of substantial damages or royalties, and/or prevent us from using technology that is essential to our business.

We have established a portfolio of patents, both United States and foreign, related to our bacterial cell expression technology, including claims to novel promoter sequences, secretion signal sequences, compositions and methods for expression and secretion of recombinant proteins from bacteria, including immunoglobulin gene products. Most of the more important European patents in our bacterial cell expression patent portfolio expired in July 2008 or earlier.

If certain patents issued to others are upheld or if certain patent applications filed by others issue and are upheld, we may require licenses from others in order to develop and commercialize certain potential products incorporating our technology or we may become involved in litigation to determine the proprietary rights of others. These licenses, if required, may not be available on acceptable terms, and any such litigation may be costly and may have other adverse effects on our business, such as inhibiting our ability to compete in the marketplace and absorbing significant management time.

Due to the uncertainties regarding biotechnology patents, we also have relied and will continue to rely upon trade secrets, know-how and continuing technological advancement to develop and maintain our competitive position. All of our employees have signed confidentiality agreements under which they have agreed not to use or disclose any of our proprietary information. Research and development contracts and relationships between us and our scientific consultants and potential customers provide access to aspects of our know-how that are protected generally under confidentiality agreements. These confidentiality agreements may be breached or may not be enforced by a court. To the extent proprietary information is divulged to competitors or to the public generally, such disclosure may adversely affect our ability to develop or commercialize our products by giving others a competitive advantage or by undermining our patent position.

***Litigation regarding intellectual property can be costly and expose us to risks of counterclaims against us.***

We may be required to engage in litigation or other proceedings to protect our intellectual property. The cost to us of this litigation, even if resolved in our favor, could be substantial. Such litigation could also divert management's attention and resources. In addition, if this litigation is resolved against us, our patents may be declared invalid, and we could be held liable for significant damages. In addition, we may be subject to a claim that we are infringing another party's patent. If such claim is resolved against us, we or our collaborators may be enjoined from developing, manufacturing, selling or importing products, processes or services unless we obtain a license from the other party.

Such license may not be available on reasonable terms, thus preventing us from using these products, processes or services and adversely affecting our revenue.

***We may be unable to effectively price our products or obtain adequate reimbursement for sales of our products, which would prevent our products from becoming profitable.***

If we or our third-party collaborators or licensees succeed in bringing our product candidates to the market, they may not be considered cost effective, and reimbursement to the patient may not be available or may not be sufficient to allow us to sell our products on a competitive basis. In both the United States and elsewhere, sales of medical products and treatments are dependent, in part, on the availability of reimbursement to the patient from third-party payors, such as government and private insurance plans. Third-party payors are increasingly challenging the prices charged for pharmaceutical products and services. Our business is affected by the efforts of government and third-party payors to contain or reduce the cost of healthcare through various means. In the United States, there have been and will continue to be a number of federal and state proposals to implement government controls on pricing.

In addition, the emphasis on managed care in the United States has increased and will continue to increase the pressure on the pricing of pharmaceutical products. We cannot predict whether any legislative or regulatory proposals will be adopted or the effect these proposals or managed care efforts may have on our business.

***Healthcare reform measures and other statutory or regulatory changes could adversely affect our business.***

In both the United States and certain foreign jurisdictions, there have been a number of legislative and regulatory proposals to change the healthcare system in ways that could impact our business. In March 2010, the U.S. Congress enacted and President Obama signed into law the Patient Protection and Affordable Care Act, which includes a number of healthcare reform provisions. The reforms imposed by the law are expected to significantly impact the pharmaceutical industry, most likely in the area of pharmaceutical product pricing. While the law may increase the number of patients who have insurance coverage for our products or product candidates, its cost containment measures could also adversely affect reimbursement for our existing or potential products; however, the full effects of this law cannot be known until these provisions are implemented and the relevant federal and state agencies issue applicable regulations or guidance.

The pharmaceutical and biotechnology industries are subject to extensive regulation, and from time to time legislative bodies and governmental agencies consider changes to such regulations that could have significant impact on industry participants. For example, in light of certain highly-publicized safety issues regarding certain drugs that had received marketing approval, the U.S. Congress has considered various proposals regarding drug safety, including some which would require additional safety studies and monitoring and could make drug development more costly. We are unable to predict what additional legislation or regulation, if any, relating to safety or other aspects of drug development may be enacted in the future or what effect such legislation or regulation would have on our business.

The business and financial condition of pharmaceutical and biotechnology companies are also affected by the efforts of governments, third-party payors and others to contain or reduce the costs of healthcare to consumers. In the United States and various foreign jurisdictions there have been, and we expect that there will continue to be, a number of legislative and regulatory proposals aimed at changing the healthcare system, such as proposals relating to the reimportation of drugs into the United States from other countries (where they are then sold at a lower price) and government control of prescription drug pricing. The pendency or approval of such proposals could result in a decrease in the share price of our common stock or limit our ability to raise capital or to obtain strategic collaborations or licenses.

***We are exposed to an increased risk of product liability claims, and a series of related cases is currently pending against us.\****

The testing, marketing and sales of medical products entails an inherent risk of allegations of product liability. In the event of one or more large, unforeseen awards of damages against us, our product liability insurance may not provide adequate coverage. A significant product liability claim for which we were not covered by insurance or indemnified by a third party would have to be paid from cash or other assets, which could have an adverse affect on our business and the value of our common stock. To the extent we have sufficient insurance coverage, such a claim would result in higher subsequent insurance rates. In addition, product liability claims can have various other ramifications including loss of future sales opportunities, increased costs associated with replacing products, and a negative impact on our goodwill and reputation, which could also adversely affect our business and operating results. As examples, following are summaries of certain product liability related complaints to which we are a party.

On April 9, 2009, a complaint was filed in the Superior Court of Alameda County, California, in a lawsuit captioned Hedrick et al. v. Genentech, Inc. et al, Case No. 09-446158. The complaint asserts claims against Genentech, us and others for alleged strict liability for failure to warn, strict product liability, negligence, breach of warranty, fraudulent concealment, wrongful death and other claims based on injuries alleged to have occurred as a result of three individuals' treatment with RAPTIVA. The complaint seeks unspecified compensatory and punitive damages. Since then, additional complaints have been filed in the same court, bringing the total number of filed cases to seventy seven. The cases have been consolidated as a coordinated proceeding. All of the complaints allege the same claims and seek the same types of damages based on injuries alleged to have occurred as a result of the plaintiffs' treatment with RAPTIVA. Effective April 18, 2012, the parties entered into a Confidential Settlement Agreement that will result in the dismissal, with prejudice, of all but one of the cases pending in Alameda County Superior Court. The one Alameda County case not included in this settlement agreement is Kilzer v. Genentech, Inc., et al, Case No. RG-10-502461 (the "Kilzer case"). On July 23, 2012, the Court granted our motion for summary judgment in the Kilzer case and dismissed that case with prejudice. Even though Genentech has agreed to indemnify us in connection with these matters, there can be no assurance that these or other products liability lawsuits will not result in liability to us or that our insurance or contractual arrangements will provide us with adequate protection against such liabilities.

On August 4, 2010, a petition was filed in the District Court of Dallas County, Texas in a case captioned McCall v. Genentech, Inc., et al., No. 10-09544. The defendants filed a Notice of Removal to the U.S. District Court for the Northern District of Texas on September 3, 2010. The removed case is captioned McCall v. Genentech, Inc., et al., No. 3:10-cv-01747-B. The petition asserts personal injury claims against Genentech, us and others arising out of plaintiff's treatment with RAPTIVA. Effective April 18, 2012, the parties entered into a Confidential Settlement Agreement. On May 17, 2012, the Court entered an Order dismissing this case with prejudice. Even though Genentech has agreed to indemnify us in connection with these matters, there can be no assurance that these or other products liability lawsuits will not result in liability to us or that our insurance or contractual arrangements will provide us with adequate protection against such liabilities.

On January 7, 2011, a complaint was filed in the U.S. District Court for the Northern District of Texas in a case captioned Massa v. Genentech, Inc., et al., No. 4:11CV70. This complaint alleges the same claims against Genentech, us and others and seeks the same types of damages as the complaints filed in the Superior Court of Alameda County, California referenced above. Effective April 18, 2012, the parties entered into a Confidential Settlement Agreement. On July 11, 2012, the Court entered an Order dismissing this case with prejudice. Even though Genentech has agreed to indemnify us in connection with these matters, there can be no assurance that these or other products liability lawsuits will not result in liability to us or that our insurance or contractual arrangements will provide us with adequate protection against such liabilities.

On January 11, 2011, a complaint was filed in the U.S. District Court for the District of Massachusetts in a case captioned Sylvia, et al. v. Genentech, Inc., et al., No. 1:11-cv-10054-MLW. On June 13, 2011, a complaint was filed in the Supreme Court for the State of New York, Onondaga County. Defendants removed the case to the U.S. District Court for the Northern District of New York on November 3, 2011. These two complaints allege the same claims against Genentech, us and others and seek the same types of damages as the complaints filed in the Superior Court of Alameda County, California referenced above. No trial date has been set in either case. Even though Genentech has agreed to indemnify us in connection with these matters, there can be no assurance that these or other products liability lawsuits will not result in liability to us or that our insurance or contractual arrangements will provide us with adequate protection against such liabilities.

On April 8, 2011, four complaints were filed in the U.S. District Court for the Eastern District of Michigan. The cases are captioned: Muniz v. Genentech, et al., 5:11-cv-11489-JCO-RSW; Tifenthal v. Genentech, et al., 2:11-cv-11488-DPH-LJM; Blair v. Genentech, et al., 2:11-cv-11463-SFC-MJH; and Marsh v. Genentech, et al., 2:11-cv-11462-RHC-MKM. The complaints allege the same claims against Genentech, us and others and seek the same types of damages as the complaints filed in the Superior Court of Alameda County, California referenced above. All four cases were transferred to the U.S. District Court for the Western District of Michigan. On October 26, 2011, the Court granted the Motions to Dismiss filed by Genentech and us in all four actions. On October 31, 2011, Plaintiffs filed a Notice of Appeal in each case in the U.S. Court of Appeal for the Sixth Circuit. Oral argument was held on July 20, 2012. Even though Genentech has agreed to indemnify us in connection with these matters, there can be no assurance that these or other products liability lawsuits will not result in liability to us or that our insurance or contractual arrangements will provide us with adequate protection against such liabilities.

***The loss of key personnel, including our Chief Executive Officer, could delay or prevent achieving our objectives.***

Our research, product development and business efforts could be adversely affected by the loss of one or more key members of our scientific or management staff, particularly our executive officers: John Varian, our Chief Executive Officer; Patrick J. Scannon, M.D., Ph.D., our Executive Vice President and Chief Scientific Officer; Fred Kurland, our Vice President, Finance and Chief Financial Officer; and Paul D. Rubin, M.D., our Senior Vice President, Research and Development and Chief Medical Officer. We currently have no key person insurance on any of our employees.

Effective August 31, 2012, our Board of Directors has accepted the retirement of Christopher J. Margolin as Vice President, General Counsel and Secretary. Mr. Margolin's retirement comes as a result of our determination to restructure our legal services function and outsource much of that function to outside legal counsel, in lieu of an internal general counsel. Going forward, our legal function will be managed by Fred Kurland, our Vice President, Finance and Chief Financial Officer, with the assistance of outside legal counsel.

***Our ability to use our net operating loss carry-forwards and other tax attributes will be substantially limited by Section 382 of the U.S. Internal Revenue Code.***

Section 382 of the U.S. Internal Revenue Code of 1986, as amended, generally limits the ability of a corporation that undergoes an “ownership change” to utilize its net operating loss carry-forwards (“NOLs”) and certain other tax attributes against any taxable income in taxable periods after the ownership change. The amount of taxable income in each taxable year after the ownership change that may be offset by pre-change NOLs and certain other pre-change tax attributes is generally equal to the product of (a) the fair market value of the corporation’s outstanding shares (or, in the case of a foreign corporation, the fair market value of items treated as connected with the conduct of a trade or business in the United States) immediately prior to the ownership change and (b) the long-term tax exempt rate (i.e., a rate of interest established by the U.S. Internal Revenue Service (“IRS”) that fluctuates from month to month). In general, an “ownership change” occurs whenever the percentage of the shares of a corporation owned, directly or indirectly, by “5-percent shareholders” (within the meaning of Section 382 of the Internal Revenue Code) increases by more than 50 percentage points over the lowest percentage of the shares of such corporation owned, directly or indirectly, by such “5-percent shareholders” at any time over the preceding three years.

Based on our initial analysis under Section 382 (which subjects the amount of pre-change NOLs and certain other pre-change tax attributes that can be utilized to an annual limitation), we experienced an ownership change in 2009, which would substantially limit the future use of our pre-change NOLs and certain other pre-change tax attributes per year. We have and will continue to evaluate alternative analyses permitted under Section 382 and IRS notices in order to determine whether or not any ownership changes have occurred and may occur (and if so, when they occurred) that would result in limitations on our NOLs or certain other tax attributes.

***We may not realize the expected benefits of our initiatives to reduce costs across our operations, and we may incur significant charges or write-downs as part of these efforts.\****

We have pursued and may continue to pursue a number of initiatives to reduce costs of our operations. In January 2012, we implemented a workforce reduction of approximately 34% in order to improve our cost structure. This workforce reduction resulted primarily from our decisions to utilize a contract manufacturing organization for Phase 3 and commercial antibody production and to eliminate internal research functions that are non-differentiating or that can be obtained cost effectively by contract service providers. As a result, we expect to reduce ongoing internal spending by approximately \$14 million in 2012 compared to the 2011 level. In the first half of 2012, as a result of our streamlining of operations, we incurred restructuring and related severance costs totaling approximately \$4.5 million, of which \$2.4 million were cash charges. For the remainder of 2012, we do not expect to incur additional significant restructuring and severance costs.

We may not realize some or all of the expected benefits of our current and future initiatives to reduce costs. In addition to restructuring or other charges, we may experience disruptions in our operations as a result of these initiatives.

***Because we are a relatively small biopharmaceutical company with limited resources, we may not be able to attract and retain qualified personnel.\****

Our success in developing marketable products and achieving a competitive position will depend, in part, on our ability to attract and retain qualified scientific and management personnel, particularly in areas requiring specific technical, scientific or medical expertise. We had approximately 164 employees as of August 3, 2012. We may require additional experienced executive, accounting, research and development, legal, administrative and other personnel from time to time in the future. There is intense competition for the services of these personnel, especially in California. Moreover, we expect that the high cost of living in the San Francisco Bay Area, where our headquarters and manufacturing facilities are located, may impair our ability to attract and retain employees in the future. If we do not succeed in attracting new personnel and retaining and motivating existing personnel, our operations may suffer and we may be unable to implement our current initiatives or grow effectively.

***Our business and operations would suffer in the event of system failures.***

Despite the implementation of security measures, our internal computer systems and those of our current and any future collaborators, licensees, suppliers, contractors and consultants are vulnerable to damage from cyber-attacks, computer viruses, unauthorized access, natural disasters, terrorism, war and telecommunication and electrical failures. We could experience failures in our information systems and computer servers, which could be the result of a cyber-attack and could result in an interruption of our normal business operations and require substantial expenditure of financial and administrative resources to remedy. System failures, accidents or security breaches can cause interruptions in our operations and can result in a material disruption of our development programs, commercialization activities and other business operations. The loss of clinical trial data from completed or future clinical trials could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. Similarly, we rely on third parties to supply components for and manufacture our product and product candidates, conduct clinical trials of our product candidates and warehouse and distribute ACEON, and similar events relating to their computer systems could also have a material adverse effect on our business. To the extent that any disruption or security breach were to result in a loss of, or damage to, our data or applications, or inappropriate disclosure of confidential or proprietary information, we could incur liability and the development of gevokizumab, FDC1 or any of our other product candidates and the commercialization of ACEON could be delayed or otherwise adversely affected.

***Calamities, power shortages or power interruptions at our Berkeley headquarters and manufacturing facility could disrupt our business and adversely affect our operations.\****

Our principal operations are located in Northern California, including our corporate headquarters and manufacturing facility in Berkeley, California. This location is in an area of seismic activity near active earthquake faults. Any earthquake, terrorist attack, fire, power shortage or other calamity affecting our facilities may disrupt our business and could have material adverse effect on our business and results of operations.

***We have a significant stockholder, which may limit other stockholders' ability to influence corporate matters and may give rise to conflicts of interest.\****

Entities controlled by Felix J. Baker and Julian C. Baker beneficially own approximately 30.5% of our outstanding common stock as of August 3, 2012, which includes warrants to purchase approximately 7.6 million shares of XOMA's common stock at an exercise price of \$1.76 per share. On July 19, 2012, our Board of Directors elected Kelvin Neu, M.D., to serve on our Board of Directors. Dr. Neu is a Managing Director at Baker Bros. Advisors, LLC, an entity controlled by Felix J. Baker and Julian C. Baker. Accordingly, these entities may exert significant influence over us and any action requiring the approval of the holders of our stock, including the election of directors and approval of significant corporate transactions. Furthermore, conflicts of interest could arise in the future between us, on the one hand, and these entities, on the other hand, concerning potential competitive business activities, business opportunities, the issuance of additional securities and other matters.

***Our shareholder rights agreement and organizational documents contain provisions that may prevent transactions that could be beneficial to our stockholders and may insulate our management from removal.***

In February 2003, we adopted a new shareholder rights agreement (to replace the shareholder rights agreement that had expired), which could make it considerably more difficult or costly for a person or group to acquire control of us in a transaction that our Board of Directors opposes.

Our charter and by-laws:

- require certain procedures to be followed and time periods to be met for any stockholder to propose matters to be considered at annual meetings of stockholders, including nominating directors for election at those meetings; and
- authorize our Board of Directors to issue up to 1,000,000 shares of preferred stock without stockholder approval and to set the rights, preferences and other designations, including voting rights, of those shares as the Board of Directors may determine.

In addition, we are subject to the provisions of Section 203 of the Delaware General Corporation Law (the "DGCL"), that may prohibit large stockholders, in particular those owning 15% or more of our outstanding common stock, from merging or combining with us.

These provisions of our shareholder rights agreement, our organizational documents and the DGCL, alone or in combination with each other, may discourage transactions involving actual or potential changes of control, including transactions that otherwise could involve payment of a premium over prevailing market prices to holders of common stock, could limit the ability of stockholders to approve transactions that they may deem to be in their best interests, and could make it considerably more difficult for a potential acquirer to replace management.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

On August 7, 2012, the Company issued a press release announcing the Company's financial results for the second quarter ended June 30, 2012. A copy of the press release is furnished as exhibit 99.1 to this report.

**ITEM 6. EXHIBITS**

See Index to Exhibits at the end of this Report, which is incorporated by reference here. The Exhibits listed in the accompanying Index to Exhibits are filed as part of this report.

**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, thereunto duly authorized.

XOMA Corporation

Date: August 7, 2012

By: /s/ JOHN VARIAN  
John Varian  
Chief Executive Officer (principal executive officer) and  
Director

Date: August 7, 2012

By: /s/ FRED KURLAND  
Fred Kurland  
Vice President, Finance and Chief Financial Officer  
(principal financial and principal accounting officer)

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
31.1	Certification of the Principal Executive Officer of XOMA Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Principal Financial Officer of XOMA Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certifications of the Principal Executive Officer and Principal Financial Officer of XOMA Corporation pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1 *	Press Release dated August 7, 2012, furnished herewith
101.INS*	XBRL Instance Document
101.SCH*	XBRL Schema Document
101.CAL*	XBRL Calculation Linkbase Document
101.DEF*	XBRL Definition Linkbase Document
101.LAB*	XBRL Label Linkbase Document
101.PRE*	XBRL Presentation Linkbase Document

\* Such exhibit and/or XBRL information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934, and is not subject to liability under those sections, is not part of any registration statement or prospectus to which it relates and is not incorporated or deemed to be incorporated by reference into any registration statement, prospectus or other document.

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**CERTIFICATION**

I, John Varian, certify that:

1. I have reviewed this quarterly report on Form 10-Q of XOMA Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2012

/s/ JOHN VARIAN

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**John Varian**  
Chief Executive Officer

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**CERTIFICATION**

I, Fred Kurland, certify that:

1. I have reviewed this quarterly report on Form 10-Q of XOMA Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2012

/s/ FRED KURLAND

**Fred Kurland**

Vice President, Finance and Chief Financial Officer

**CERTIFICATION**

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), John Varian, Chief Executive Officer of XOMA Corporation (the "Company"), and Fred Kurland, Chief Financial Officer of the Company, each hereby certifies that, to the best of his or her knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended June 30, 2012, to which this Certification is attached as Exhibit 32.1 (the "Periodic Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and
2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, the undersigned have set their hands hereto as of the 7th day of August, 2012.

/s/ JOHN VARIAN

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**John Varian**  
Chief Executive Officer

/s/ FRED KURLAND

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**Fred Kurland**  
Vice President, Finance and Chief Financial Officer

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of XOMA Corporation under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

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**XOMA Reports Financial Results for Second Quarter 2012 and Highlights Recent Achievements**

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– Revenues include first full quarter of ACEON<sup>®</sup> (perindopril erbumine) sales –

BERKELEY, Calif., August 7, 2012 -- XOMA Corporation (Nasdaq: XOMA), a leader in the discovery and development of therapeutic antibodies, today reported its operational highlights and financial results for the quarter ended June 30, 2012.

**Second Quarter Operational Highlights**

- Initiated gevokizumab Phase 3 non-infectious uveitis trial.
- Initiated gevokizumab Phase 2 erosive osteoarthritis of the hand study.
- Commenced technology transfer of gevokizumab manufacturing processes to Boehringer Ingelheim.
- Began shipping XOMA-labeled ACEON<sup>®</sup> (perindopril erbumine) to U.S. pharmaceutical wholesalers. ACEON generated net revenue of \$569,000 in the second quarter of 2012.
- Advanced enrollment in a Phase 3 study of a fixed-dose combination pill containing a proprietary version of perindopril (perindopril arginine) intended to treat hypertension.
- Integrated research, preclinical and clinical development functions under the leadership of Paul Rubin, M.D., Chief Medical Officer, XOMA. To reflect this expanded role, Dr. Rubin was promoted to the position of Senior Vice President, Research and Development and Chief Medical Officer.

XOMA reported total revenues of \$9.3 million in the second quarter of 2012, compared with \$16.5 million in the corresponding period of 2011. The decrease in 2012 revenues was primarily due to the reduction in contract revenue, particularly from NIAID government contracts. The net loss for the second quarter of 2012 included a non-cash charge of \$2.2 million (or \$0.03 per share), relating to the revaluation of warrants. For the quarter ended June 30, 2012, XOMA had a net loss of \$16.2 million (or \$0.24 per share), compared with a net loss of \$8.1 million (or \$0.27 per share), for the quarter ended June 30, 2011. Excluding the increase in the non-cash revaluation of contingent warrant liabilities, which resulted primarily from the appreciation of XOMA's stock price, net loss in the second quarter of 2012 was \$14.0 million (or \$0.21 per share).

“The second quarter of 2012 was devoted to launching the gevokizumab Phase 3 non-infectious uveitis trial and the Phase 2 erosive osteoarthritis of the hand study. At the end of June, investigators began screening patients under each protocol. Achieving these milestones represents the culmination of a great deal of work by the XOMA team and their colleagues at Servier,” stated John Varian, Chief Executive Officer of XOMA. “The second quarter also was the first full quarter of XOMA's commercial operations. Our team successfully managed the transition of ACEON (perindopril erbumine) distribution in the U.S. from the previous licensee, and in April 2012, XOMA-labeled boxes were shipped to pharmaceutical wholesalers. There is a sense of pride when you see a drug product at the pharmacy with your company's name on it.”

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In January 2012, XOMA announced a streamlining of its operations and an associated reduction in personnel, which are reflected in the reduction of the company's operating expenses during the second quarter of 2012. Research and development expenses for the second quarter of 2012 were \$18.4 million, compared with \$18.3 million in the corresponding period of 2011. Selling, general and administrative expenses were \$3.6 million in the second quarter of 2012, a 42 percent reduction from \$6.1 million incurred in the second quarter of 2011, primarily due to decreases in stock-based compensation of \$1.1 million and decreases in professional services costs of \$0.9 million, as compared to the same periods in 2011.

As a result of the company's streamlining activities, XOMA took a charge of \$676,000 during the second quarter of 2012. Previously, XOMA had estimated total charges related to its streamlining activities to total \$6.1 million of which \$3.2 million would be cash charges. In the first half of 2012, the company has incurred total charges of \$4.5 million resulting from the streamlining activities, of which \$2.4 million were cash charges. The company does not anticipate incurring any additional significant streamlining charges during the remainder of 2012 due to the execution of an agreement between XOMA and CMC ICOS Biologics, Inc. (CMC ICOS), under which CMC ICOS will sublease XOMA's large-scale manufacturing facilities. CMC ICOS also purchased certain manufacturing assets no longer required by XOMA.

On June 30, 2012, XOMA had cash, cash equivalents, and short-term investments of \$66.9 million, partially derived from proceeds from the company's March 2012 equity offering. The company ended December 31, 2011, with cash and cash equivalents of \$48.3 million.

### **2012 Guidance**

The company reaffirmed the anticipated cash used in ongoing operating activities during 2012 to be approximately \$35 million, as announced on January 5, 2012.

### **Investor Conference Call and Webcast**

XOMA will host a conference call and webcast today, August 7, 2012, at 4:30 p.m. ET. The webcast can be accessed via the Investors and Media section of XOMA's website at <http://investors.xoma.com/events.cfm> and will be available for replay until close of business on November 7, 2012.

Telephone numbers for the live audiocast are 877-369-6589 (U.S./Canada) and 408-337-0122 (international). A telephonic replay will be available beginning approximately two hours after the conclusion of the call until close of business on August 14, 2012. Telephone numbers for the replay are 855-859-2056 (U.S./Canada) and 404-537-3406 (international), passcode 10985927.

### **About XOMA Corporation**

XOMA combines a portfolio of innovative therapeutic antibodies, both in late-stage clinical development and in preclinical research, with its recently launched commercial operations. XOMA focuses its antibody research and development on allosteric modulation, which offers opportunities for new classes of therapeutic antibodies to treat a wide range of human diseases. XOMA is developing its lead product gevokizumab (IL-1 beta modulating antibody) with Les Laboratoires Servier (Servier) through a global Phase 3 program in non-infectious uveitis and ongoing proof-of-concept studies in other IL-1-mediated diseases. XOMA's scientific research also produced the XMet program, which consists of three classes of preclinical antibodies, including Selective Insulin Receptor Modulators (SIRMs) that could have a major effect on the treatment of diabetes. In order to retain significant value from its scientific discoveries, XOMA initiated commercial operations in January 2012 through the licensing of U.S. commercial rights to Servier's ACEON (perindopril erbumine) and a patent-protected portfolio of product candidates.

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More detailed information can be found at [www.xoma.com](http://www.xoma.com).

\*\* Tables Follow \*\*

### **Forward-Looking Statements**

Certain statements contained in this press release including, but not limited to, statements related to anticipated timing of initiation and completion of clinical trials, anticipated size of clinical trials, continued sales of approved products, regulatory approval of unapproved product candidates, anticipated restructuring charges, sufficiency of our cash resources and anticipated levels of cash utilization, or that otherwise relate to future periods are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements are based on assumptions that may not prove accurate, and actual results could differ materially from those anticipated due to certain risks inherent in the biotechnology industry and for companies engaged in the development of new products in a regulated market. Potential risks to XOMA meeting these expectations are described in more detail in XOMA's most recent filing on Form 10-K and in other SEC filings. Consider such risks carefully when considering XOMA's prospects. Any forward-looking statement in this press release represents XOMA's views only as of the date of this press release and should not be relied upon as representing its views as of any subsequent date. XOMA disclaims any obligation to update any forward-looking statement, except as required by applicable law.

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**XOMA Corporation**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
**(unaudited)**  
**(in thousands, except per share amounts)**

	<u>Three months ended June 30,</u>		<u>Six months ended June 30,</u>	
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>
<b>Revenues:</b>				
License and collaborative fees	\$ 2,525	\$ 6,039	\$ 3,538	\$ 11,866
Contract and other	6,181	10,486	15,026	20,254
Net product sales	569	-	576	-
Total revenues	<u>9,275</u>	<u>16,525</u>	<u>19,140</u>	<u>32,120</u>
<b>Operating expenses:</b>				
Research and development	18,441	18,281	34,211	35,628
Selling, general and administrative	3,567	6,113	8,246	11,483
Restructuring	676	-	4,453	-
Cost of sales	81	-	82	-
Total operating expenses	<u>22,765</u>	<u>24,394</u>	<u>46,992</u>	<u>47,111</u>
Loss from operations	(13,490)	(7,869)	(27,852)	(14,991)
<b>Other income (expense):</b>				
Interest expense	(1,025)	(634)	(2,068)	(1,166)
Other income (expense)	542	(86)	(122)	(1,144)
Revaluation of contingent warrant liabilities	(2,182)	459	(16,538)	2,850
Net loss before taxes	<u>(16,155)</u>	<u>(8,130)</u>	<u>(46,580)</u>	<u>(14,451)</u>
Provision for income tax expense	-	-	-	(15)
Net loss	<u>\$ (16,155)</u>	<u>\$ (8,130)</u>	<u>\$ (46,580)</u>	<u>\$ (14,466)</u>
Basic and diluted net loss per share of common stock	<u>\$ (0.24)</u>	<u>\$ (0.27)</u>	<u>\$ (0.83)</u>	<u>\$ (0.49)</u>
Shares used in computing basic and diluted net loss per share of common stock	<u>68,087</u>	<u>29,889</u>	<u>56,221</u>	<u>29,536</u>
<b>Other comprehensive loss:</b>				
Comprehensive loss	<u>\$ (16,150)</u>	<u>\$ (8,129)</u>	<u>\$ (46,575)</u>	<u>\$ (14,465)</u>

**XOMA Corporation**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share and per share amounts)

	<b>June 30, 2012</b>	<b>December 31, 2011</b>
	<u>(unaudited)</u>	<u>(Note 1)</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 54,917	\$ 48,344
Short-term investments	11,993	-
Trade and other receivables, net	6,386	12,332
Prepaid expenses and other current assets	1,423	2,019
<b>Total current assets</b>	<u>74,719</u>	<u>62,695</u>
Property and equipment, net	9,316	12,709
Other assets	1,882	2,632
<b>Total assets</b>	<u>\$ 85,917</u>	<u>\$ 78,036</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 2,799	\$ 2,128
Accrued and other liabilities	7,866	10,012
Deferred revenue	4,566	5,695
Interest bearing obligation – current	2,796	2,796
<b>Total current liabilities</b>	<u>18,027</u>	<u>20,631</u>
Deferred revenue – long-term	6,876	7,539
Interest bearing obligations – long-term	32,677	33,524
Contingent warrant liabilities	23,293	379
Other liabilities - long term	1,181	952
<b>Total liabilities</b>	<u>82,054</u>	<u>63,025</u>
Stockholders' equity:		
Preferred stock, \$0.05 par value, 1,000,000 shares authorized	-	-
Common stock, \$0.0075 par value, 92,666,666 shares authorized, 68,107,116 and 35,107,007 shares outstanding at June 30, 2012 and December 31, 2011, respectively	511	263
Additional paid-in capital	935,980	900,801
Accumulated comprehensive income	5	-
Accumulated deficit	(932,633)	(886,053)
<b>Total stockholders' equity</b>	<u>3,863</u>	<u>15,011</u>
<b>Total liabilities and stockholders' equity</b>	<u>\$ 85,917</u>	<u>\$ 78,036</u>

	<b>June 30, 2012</b>
<b>Contingent warrant liabilities</b>	
Balance at December 31, 2011	\$ 379
Initial fair value of warrants issued in March 2012	6,390
Reclassification to equity upon exercise of warrants	(14)
Net increase in fair value of contingent warrant liabilities upon revaluation	16,538
Balance at June 30, 2012	<u>\$ 23,293</u>

**CONTACT** : XOMA Corporation

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