

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Neal James R (Last) (First) (Middle) C/O XOMA CORPORATION, 2910 SEVENTH STREET (Street) BERKELEY, CA 94710 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/27/2014	3. Issuer Name and Ticker or Trading Symbol XOMA Corp [XOMA]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP Business Development		5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	154,112 (1)	D	
Common Shares	1,470	I	by 401(k)

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

SEC 1473 (7-02)

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

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Incentive Share Option (right to buy)	(2)	03/01/2020	Common Shares	1,041	\$ 7.35	D	
Incentive Share Option (right to buy)	11/16/2013	11/16/2019	Common Shares	37,296	\$ 10.725	D	
Non-Qualified Share Option (right to buy)	10/27/2013	10/27/2021	Common Shares	9,758	\$ 1.69	D	
Non-Qualified Share Option (right to buy)	(3)	02/28/2023	Common Shares	23,563	\$ 2.715	D	
Non-Qualified Share Option (right to buy)	(4)	07/19/2022	Common Shares	45,751	\$ 3.53	D	
Non-Qualified Share Option (right to buy)	12/01/2013	03/01/2020	Common Shares	15,625	\$ 7.35	D	
Non-Qualified Share Option (right to buy)	(5)	02/27/2024	Common Shares	45,000	\$ 8.91	D	
Non-Qualified Share Option (right to buy)	11/16/2013	11/16/2019	Common Shares	16,037	\$ 10.725	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neal James R C/O XOMA CORPORATION 2910 SEVENTH STREET BERKELEY, CA 94710			VP Business Development	

# Signatures

By: Russell J. Wood For: James R. Neal		03/03/2014
<small>Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares directly owned by Mr. Neal as of February 27, 2014, the date on which Mr. Neal became a reporting person. These shares consist of (1) 15,334 shares acquired under XOMA's Employee Share Purchase Plan; and (2) 138,778 shares underlying restricted stock units awarded to Mr. Neal through February 27, 2014.
- (2) Incentive Stock Option exercisable in installments of 347 shares per month beginning 1/1/2014 and ending 3/1/2014.
- (3) Exercisable with respect to 1/48th of options in monthly increments beginning 3/28/2013 and ending 2/28/2017.
- (4) Exercisable with respect to 1/48th of options in monthly increments beginning 8/19/2012 and ending 7/19/2016.
- (5) Exercisable with respect to 1/48th of options in monthly increments beginning 3/27/2014 and ending 2/27/2018.

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

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