

# FORM 5

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

| OMB APPROVAL                                   |           |
|--|-----------|
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## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

|  |  |  |
|--|--|--|
| <b>1. Name and Address of Reporting Person*</b><br>BURNS THOMAS M.<br>(Last) (First) (Middle)<br>C/O XOMA CORPORATION, 2910 SEVENTH STREET<br>(Street)<br>BERKELEY, CA 94710<br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br>XOMA Corp [XOMA] | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>VP, Finance & Chief Financial |
| <b>3. Statement for Issuer's Fiscal Year Ended</b><br>(Month/Day/Year)<br>12/31/2015   |  | <b>6. Individual or Joint/Group Reporting</b><br>(check applicable line)<br>___ Form Filed by One Reporting Person<br>___ Form Filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed</b> (Month/Day/Year)   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price    |  |  |   |
| Common Shares                   | 12/31/2015                           |  | J(1)                           | 6,541.00  | A          | \$ 1.376 | 13,488   | I  | by 401(k)   |
| Common Shares                   |                                      |  |                                |   |            |          | 93,760   | D  |   |

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

**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.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date |   |  |   |  |  |
|  |  |                                      |  |                                | (A) (D)   |  |                 |   |  |   |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| BURNS THOMAS M.<br>C/O XOMA CORPORATION<br>2910 SEVENTH STREET<br>BERKELEY, CA 94710 |               |           | VP, Finance & Chief Financial |       |

## Signatures

|                                      |            |
|--------------------------------------|------------|
| By: Russell J Wood For: Thomas Burns | 02/16/2016 |
|--------------------------------------|------------|

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) All shares were acquired during the 2015 fiscal year under the XOMA Corporation Deferred Savings Plan. All shares were acquired in a transaction exempt from Section 16b-3.

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

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