

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

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

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XOMA Ltd.

(Exact name of registrant as specified in its charter)

Bermuda  
(State or other jurisdiction of  
incorporation or organization)

52-2154066  
(I.R.S. Employer  
Identification No.)

2910 Seventh Street  
Berkeley, California 94710  
(510) 204-7200  
(Address, including ZIP code, and telephone number,  
including area code, of registrant's principal  
executive offices)

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CHRISTOPHER J. MARGOLIN, ESQ.  
XOMA Ltd.  
2910 Seventh Street  
Berkeley, California 94710  
(510) 204-7292  
(Name, address, including ZIP code, and  
telephone number, including area code,  
of agent for service)

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Copy to:  
GEOFFREY E. LIEBMANN, ESQ.  
CAHILL GORDON & REINDEL  
80 Pine Street  
New York, New York 10005  
(212) 701-3000

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. /X/

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

Explanatory Note

Pursuant to a Registration Statement on Form S-3 (Registration No. 333-101035) ("Registration Statement"), XOMA Ltd., a Bermuda company (the

"Registrant"), registered 5,000,000 of its common shares. The Registration Statement was declared effective on December 13, 2002.

The purpose of this Post-Effective Amendment to the Registration Statement is to deregister and remove from registration the 5,000,000 common shares previously registered on the Registration Statement. No securities have been sold in connection with the Registration Statement. This action is caused by the Registrant's renegotiation of certain material provisions of the agreements by which investors have obligated themselves to purchase common shares of the Registrant and for which the Registration Statement was filed. Contemporaneously with the filing of this letter, the Registrant has filed a new registration statement on Form S-3 which reflects the new terms of the agreements.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Berkeley, State of California, on May 23, 2003.

XOMA LTD.

By: /s/ John L. Castello  
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 Name: John L. Castello  
 Title: Chairman of the Board,  
 President and Chief  
 Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<TABLE>  
 <CAPTION>

Signature -----	Title -----	Date ----
<S>	<C>	<C>
/s/ John L. Castello ----- John L. Castello	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	May 23, 2003
*	Chief Scientific and Medical Officer and Director	May 23, 2003
----- Patrick J. Scannon		
*	Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	May 23, 2003
----- Peter B. Davis		
*	Director	May 23, 2003
----- James G. Andress		
*	Director	May 23, 2003
----- William K. Bowes, Jr.		
*	Director	May 23, 2003
----- Arthur Kornberg		
*	Director	May 23, 2003

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Steven C. Mendell

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Director

May 23, 2003

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W. Denman Van Ness

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Director

May 23, 2003

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Patrick J. Zenner

\* By: /s/ Christopher J. Margolin

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Christopher J. Margolin,  
Attorney-in-Fact

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