

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 6, 2010

XOMA LTD.
(Exact name of registrant as specified in its charter)
BERMUDA
(State or other jurisdiction of incorporation)

0-14710
(Commission File Number)

52-2154066
(IRS Employer Identification No.)

2910 Seventh Street, Berkeley, California
(Address of principal executive offices)

94710
(Zip code)

Registrant's telephone number, including area code

(510) 204-7200

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

As previously announced, XOMA Ltd. (“we” or “us”) has entered into a Common Share Purchase Agreement dated as of July 23, 2010 (the “Purchase Agreement”) with Azimuth Opportunity Ltd. (“Azimuth”), pursuant to which we maintain a \$30 million equity line of credit facility with Azimuth.

Pursuant to the Purchase Agreement, we presented Azimuth with a draw down notice dated August 3, 2010 to sell up to a specified maximum amount of common shares, subject to the limitations set forth in the Purchase Agreement, and Azimuth agreed to waive the requirement in the Purchase Agreement that at least 5 trading days elapse between pricing periods. As permitted by the Purchase Agreement, the parties subsequently agreed on the specific terms of the draw down.

On August 9, 2010, we expect to settle with Azimuth on the sale of 24,927,161 common shares under the terms of the Purchase Agreement and the negotiated terms referred to above, for a total purchase price of \$6,800,000. We expect to receive net proceeds from the sale of these shares of approximately \$6,655,000 after deducting our estimated offering expenses and placement agent fees. As of August 5, 2010, we had 292,999,502 common shares outstanding.

The foregoing descriptions are qualified in their entirety by reference to the Purchase Agreement, a copy of which is incorporated by reference as Exhibit 10.1 hereto.

Forward Looking Statements

Certain statements contained herein related to the expected settlement of the sale of our common shares described herein and our receipt of net proceeds therefrom, 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. Actual results could differ materially from those anticipated due to certain risks, including our ability to satisfy the applicable closing conditions under the Purchase Agreement and Azimuth’s compliance with its obligations to purchase the common shares. Additional risks that could cause actual results to differ are described in our most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. We undertake no obligation to publicly update any forward-looking statements, and we advise you to consult such additional disclosures.

Item 9.01. Exhibits.

- 5.1. Legal Opinion of Conyers Dill & Pearman Limited
 - 10.1. Common Share Purchase Agreement, dated July 23, 2010, by and between XOMA Ltd. and Azimuth Opportunity Ltd. (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on July 23, 2010)
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SIGNATURE

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 hereunto duly authorized.

Dated: August 6, 2010

XOMA LTD.

By: /s/ Christopher J. Margolin

Christopher J. Margolin
Vice President, General
Counsel and Secretary

EXHIBIT INDEX

<u>Number</u>	<u>Description</u>
5.1.	Legal Opinion of Conyers Dill & Pearman Limited
10.1.	Common Share Purchase Agreement, dated July 23, 2010, by and between XOMA Ltd. and Azimuth Opportunity Ltd. (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on July 23, 2010)

6 August 2010

Matter No.:470103
Doc Ref: corpdocs338044

XOMA Ltd.
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Direct Line: 441-298-7871
E-mail: paul.nystrom@conyersdill.com

Dear Sirs,

Re: Xoma Ltd. (the “Company”)

We have acted as special legal counsel in Bermuda to the Company in connection with the sale of up to 24,927,161 common shares of the Company (the “Common Shares”) pursuant to a registration statement on form S-3 filed with the U.S. Securities and Exchange Commission (the “Commission”) on 26 December 2007 (as amended by Amendment No. 1 thereto filed with the Commission on 20 May 2008 and as updated by a draft base prospectus thereto filed with the Commission on 23 July 2010) (such registration statement as so amended and updated herein after referred to as the “Shelf Registration Statement”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the shelf registration under the U.S. Securities Act of 1933, as amended, (the “Securities Act”) of common shares, preference shares, senior debt securities, subordinated debt securities and warrants of the Company and a draft supplemental prospectus forming part of the Shelf Registration Statement to be dated and filed with the Commission on or about 6 August 2010 (the “Prospectus Supplement” and, together with the Shelf Registration Statement, the “Registration Statement”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

For the purposes of giving this opinion, we have examined a PDF copy of the Registration Statement.

We have also reviewed the memorandum of continuance and the bye-laws of the Company (together, the “Constitutional Documents”), each certified by the Secretary of the Company on 6 August 2010, certified resolutions passed at meetings of the Company’s directors held on 25 May 2010 and 21 July 2010 and certified resolutions passed at meetings of the Company’s Financing Committee held on 4 August 2010 and 5 August 2010, (collectively, the “Resolutions”) and such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken; (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention; (c) the accuracy and completeness of all factual representations made in the Registration Statement and the other documents reviewed by us; (d) that the resolutions contained in the Resolutions were passed at duly convened, constituted and quorate meetings and remain in full force and effect and have not been rescinded or amended; (e) that the Constitutional Documents will not be amended in any manner that would affect the opinions expressed herein, (f) that there is no provision of the law of any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein; (g) the Company will have sufficient authorised but unissued capital to effect the issue of any of the Common Shares at the time of issuance; (h) that at all material times the Company's shares will be listed on an appointed stock exchange, as defined in the Companies Act 1981, as amended, and the consent to the issue and free transfer of the Common Shares given by the Bermuda Monetary Authority as of 8 February 2000 will not have been revoked or amended at the time of issuance of any Common Shares; (i) that, upon issue of the Common Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof; (j) that the Company will comply, to the extent applicable, with the requirements of Part III of the Companies Act entitled "Prospectus and Public Offers"; (k) the capacity, power and authority of each of the parties, other than the Company, to enter into and perform its respective obligations under any and all documents entered into by such parties in connection with the issuance of the Common Shares; and (l) that none of the parties to any and all documents entered into by such parties in connection with the issuance of the Common Shares, carries on business from premises in Bermuda, at which it employs staff and pays salaries and other expenses.

"Non-assessability" is not a legal concept under Bermuda law, but when we describe the Common Shares herein as being "non-assessable" we mean, subject to any contrary provision in any agreement between the Company and any one of its members holding any of the Common Shares (but only with respect to such member), that no further sums are payable with respect to the issue of such shares and no member shall be bound by an alteration in the Constitutional Documents after the date upon which it became a member if and so far as the alteration requires such member to take or subscribe for additional Common Shares or in any way increases its liability to contribute to the share capital of, or otherwise pay money to, the Company.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Common Shares by the Company as described in the Registration Statement and is not to be relied upon in respect of any other matter.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company has been duly continued to Bermuda and is existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda governmental authority, or to pay any Bermuda government fee or tax, which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
2. When issued and paid for as contemplated by the Registration Statement, the Common Shares will be validly issued, fully paid and non-assessable and will constitute valid and binding obligations of the Company in accordance with the terms thereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm under the caption "Legal Matters" in the prospectus forming a part of the Registration Statement. In giving such consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

Conyers Dill & Pearman Limited
