
**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): October 14, 2016

XOMA CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(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

(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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On October 17, 2016, XOMA Corporation (“XOMA” or the “Company”) filed a Certificate of Amendment of Amended Certificate of Incorporation of XOMA Corporation (the “Amendment”) to effect a one-for-twenty reverse stock split of its outstanding common stock, effective as of September 17, 2016 (the “Stock Split”). A series of alternate amendments to effect the Stock Split was approved by the Company’s stockholders at its Special Meeting of Stockholders held on October 14, 2016, and the specific one-for-twenty ratio was subsequently approved by the Company’s Board of Directors on October 14, 2016.

The Amendment provides that at the effective time of the Stock Split, every twenty shares of the Company’s issued and outstanding common stock will be automatically converted into one issued and outstanding share of common stock, without any change in par value per share. The reverse stock split will affect all shares of the Company’s common stock outstanding immediately prior to the effective time of the Stock Split, as well as the number of shares of common stock available for issuance under the Company’s equity incentive plans. In addition, the Stock Split will effect a reduction in the number of shares of common stock issuable upon the exercise of stock options or warrants outstanding immediately prior to the effectiveness of the Stock Split. The Stock Split will not affect the number of authorized shares of common stock of the Company. No fractional shares will be issued as a result of the Stock Split. Stockholders who would otherwise be entitled to receive a fractional share will receive a cash payment in lieu thereof.

The Company’s common stock is scheduled to begin trading on The NASDAQ Global Market on a split-adjusted basis when the market opens on October 18, 2016. The new CUSIP number for the Company’s common stock following the Stock Split is 98419J206.

The foregoing description is qualified in its entirety by the Amendment, which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

On October 14, 2016, the Company held a Special Meeting of Stockholders at its offices at 2910 Seventh Street, Berkeley, California, pursuant to notice duly given. Only stockholders of record as of the close of business on September 9, 2016 were entitled to vote at the Special Meeting. As of September 9, 2016, the record date for the Special Meeting, 120,591,288 shares of common stock of the Company were outstanding and entitled to vote at the Special Meeting, of which 81,441,443 shares of common stock of the Company were represented, in person or by proxy, constituting a quorum. The final results of the stockholder vote on each proposal brought before the Special Meeting were as follows:

(a) **Proposal 1.** The amendment of the Company’s Amended Certificate of Incorporation to effect a reverse stock split of the Company’s common stock was approved based upon the following votes:

Votes for	61,853,600
Votes against	18,650,866
Abstentions	936,977

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to Amended Certificate of Incorporation of XOMA Corporation

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 hereunto duly authorized.

Date: October 17, 2016

XOMA CORPORATION

By: /s/ Denis J. Quinlan
Denis J. Quinlan
Sr. Corporate Counsel & Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description
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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "XOMA CORPORATION", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 2016, AT 8:02 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Jeffrey W. Bullock, Secretary of State



5039102 8100
SR# 20166220212
You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203166100
Date: 10-17-16

**CERTIFICATE OF AMENDMENT TO THE
AMENDED CERTIFICATE OF INCORPORATION OF
XOMA CORPORATION**

XOMA Corporation (the "**Company**"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "**DGCL**"), does hereby certify:

1. That the Company was incorporated under the name XOMA Corporation, pursuant to an original Certificate of Incorporation filed with the Secretary of State of the State of Delaware on December 23, 2011, which became effective on December 31, 2011 (the "**Certificate of Incorporation**"). A Certificate of Domestication was filed with the Secretary of State on December 23, 2011, which became effective on December 31, 2011. A Certificate of Amendment of Certificate of Incorporation was filed with the Secretary of State on May 25, 2012 and a Certificate of Amendment to the Amended Certificate of Incorporation was filed with the Secretary of State on May 27, 2014.

2. That the Board of Directors duly adopted a resolution proposing to amend the Certificate of Incorporation, declaring said amendment to be advisable and directing that the amendment proposed be considered at a special meeting of the stockholders.

3. That thereafter a Special Meeting of Stockholders of the Company was duly called and held, upon notice in accordance with Section 222 of the DGCL, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment of the Certificate of Incorporation.

4. That, accordingly, the first paragraph of Article FOURTH is hereby amended and restated in its entirety to read as follows:

"FOURTH: The total number of shares of all classes of stock which the Company shall have authority to issue is 278,333,332, of which 277,333,332 shares with a par value of \$0.0075 per share shall be designated as common stock ("**Common Stock**") and 1,000,000 shares with par value \$0.05 per share shall be designated as preferred stock ("**Preferred Stock**"). Effective as of 5:00 p.m., Eastern time, on the date this Certificate of Amendment of Amended Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, each twenty (20) shares of Common Stock, par value \$0.0075 per share, issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value \$0.0075 per share; provided, however, that the Corporation shall issue no fractional shares as a result of the actions set forth herein but shall instead pay to the holder of such fractional share a sum in cash equal to such fraction multiplied by the average closing sale price of shares of Common Stock for the 10 trading days immediately prior to the date this Certificate of Amendment of Amended Certificate of Incorporation is filed with the Secretary of State of the State of Delaware (calculated on a post-reverse split basis) or, if no such sale takes place on such days, the average of the closing bid and asked prices for such days, in each case as officially reported on the NASDAQ Global Market."

5. That said amendment of the Certificate of Incorporation was duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment of Certificate of Incorporation to be executed by a duly authorized officer thereof on this 14th day of October 2016.

XOMA CORPORATION

By: /s/ John Varian
Name: John Varian
Title: Chief Executive Officer