

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

XOMA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

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

2200 Powell Street, Suite 310
Emeryville, California 94608
(Address, including zip code, of Principal Executive Offices)

XOMA Corporation Amended and Restated 2010 Long Term Incentive and Stock Award Plan
(Full title of the plan)

Thomas Burns
Senior Vice President, Finance and Chief Financial Officer
XOMA Corporation
2200 Powell Street, Suite 310
Emeryville, California 94608
(510) 204-7200
(Name, address, and telephone number, including area code, of agent for service)

Copies to:

Michael E. Tenta
Cooley LLP
3175 Hanover Street
Palo Alto, CA 94306
(650) 843-5000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| Emerging growth company | <input type="checkbox"/> | | |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|---|-----------------------------------|--|--|-------------------------------|
| Amended and Restated 2010 Long Term Incentive and Stock Award Plan | | | | |
| Common Stock, \$0.0075 par value per share | 450,000 shares (3) | \$16.93 | \$7,616,250.00 | \$923.09 |

- Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock ("Common Stock") that become issuable under the plan set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction that increases the number of the Company's outstanding shares of Common Stock.
- This estimate is made pursuant to Rule 457(h) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on June 21, 2019, as reported on the Nasdaq Stock Market.
- Represents shares of Common Stock that were added to the number of shares authorized for issuance under the XOMA Corporation Amended and Restated 2010 Long Term Incentive and Stock Award Plan (the "2010 Plan") upon approval of an amendment to the 2010 Plan by the Company's stockholders at the Company's 2019 Annual Meeting of Stockholders on May 16, 2019.

EXPLANATORY NOTE

The Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements on Form S-8 of the Registrant relating to the same employee and non-employee benefit plan set forth herein is effective.

PART II

INCORPORATION OF DOCUMENTS BY REFERENCE

This Registration Statement on Form S-8 is filed by XOMA Corporation, a Delaware corporation (“Registrant”), relating to 450,000 shares of Common Stock, issuable to eligible employees, directors and consultants of Registrant and its affiliates under the 2010 Plan. Registrant’s Form S-8 Registration Statements filed with the U.S. Securities and Exchange Commission on [December 27, 2010](#) (File No 333- 171429), [June 6, 2011](#) (File No. 333-174730), [June 1, 2012](#) (File No. 333-181849), [September 12, 2014](#) (File No. 333-198719), [June 24, 2016](#) (File No. 333-212238) and [May 31, 2017](#) (File No. 333-218378) relating to the 2010 Plan are each incorporated by reference herein.

Item 8. Exhibits.

| Exhibit Number | Exhibit Description | Incorporation By Reference | | | |
|----------------|---|----------------------------|--------------|------------|-------------|
| | | Form | SEC File No. | Exhibit | Filing Date |
| 4.1 | Certificate of Incorporation of XOMA Corporation | 8-K | 000-14710 | 3.1 | 01/03/2012 |
| 4.2 | Certificate of Amendment of Certificate of Incorporation of XOMA Corporation | 8-K | 000-14710 | 3.1 | 05/31/2012 |
| 4.3 | Certificate of Amendment of Certificate of Incorporation of XOMA Corporation | 8-K | 000-14710 | 3.1 | 05/28/2014 |
| 4.4 | Certificate of Amendment to the Amended Certificate of Incorporation of XOMA Corporation | 8-K | 000-14710 | 3.1 | 10/18/2016 |
| 4.5 | Certificate of Designation of Preferences, Rights and Limitations of Series X Convertible Preferred Stock | 8-K | 000-14710 | 3.1 | 02/16/2017 |
| 4.6 | Certificate of Designation of Preferences, Rights and Limitations of Series Y Convertible Preferred Stock | 8-K | 000-14710 | 3.1 | 12/13/2018 |
| 4.7 | By-laws of XOMA Corporation | 8-K | 000-14710 | 3.2 | 01/03/2012 |
| 4.8 | Specimen of Common Stock Certificate | 8-K | 000-14710 | 4.1 | 01/03/2012 |
| 5.1 | Opinion of Cooley LLP | | | | |
| 23.1 | Consent of Deloitte & Touche LLP, independent registered public accounting firm | | | | |
| 23.2 | Consent of Ernst & Young LLP, independent registered public accounting firm | | | | |
| 23.3 | Consent of Cooley LLP (included in Exhibit 5.1) | | | | |
| 24.1 | Power of Attorney (included in Part II of this Registration Statement) | | | | |
| 99.1 | XOMA Corporation Amended and Restated 2010 Long Term Incentive and Stock Award Plan | DEF 14A | 000-14710 | Appendix A | 04/05/2019 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Emeryville, State of California, on June 27, 2019.

XOMA CORPORATION

By: /s/ James Neal
James Neal
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James Neal and Thomas Burns, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|---------------|
| <u>/s/ James Neal</u> JAMES NEAL | Chief Executive Officer and Director (Principal Executive Officer) | June 27, 2019 |
| <u>/s/ Thomas Burns</u> THOMAS BURNS | Senior Vice President, Finance and Chief Financial Officer (Principal Accounting and Financial Officer) | June 27, 2019 |
| <u>/s/ W. Denman Van Ness</u> W. DENMAN VAN NESS | Chairman the Board of Directors | June 27, 2019 |
| <u>/s/ Joseph M. Limber</u> JOSEPH M. LIMBER | Director | June 27, 2019 |
| <u>/s/ Jack L. Wyszomierski</u> JACK L. WYSZOMIERSKI | Director | June 27, 2019 |
| <u>/s/ Matthew Perry</u> MATTHEW PERRY | Director | June 27, 2019 |
| <u>/s/ Barbara Kosacz</u> BARBARA KOSACZ | Director | June 27, 2019 |



Michael E. Tenta
+1 650 843 5636
mtenta@cooley.com

June 27, 2019

XOMA Corporation
2200 Powell Street
Suite 310
Emeryville, California 94608

Ladies and Gentlemen:

We have acted as counsel to XOMA Corporation, a Delaware corporation (the "**Company**"), in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of 450,000 shares of the Company's Common Stock, par value \$0.0075 per share, (the "**Shares**") pursuant to the Company's Amended and Restated 2010 Long Term Incentive and Stock Award Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Plan, (c) the Company's Amended Certificate of Incorporation, as amended, and Bylaws, each as currently in effect, and (d) such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, and the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Michael E. Tenta
Michael E. Tenta

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on FormS-8 of our reports relating to the consolidated financial statements of XOMA Corporation and its subsidiaries, and the effectiveness of XOMA Corporation's internal control over financial reporting dated March 7, 2019, appearing in the Annual Report on Form 10-K of XOMA Corporation for the year ended December 31, 2018.

/s/ Deloitte & Touche LLP
San Jose, California
June 27, 2019

Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (FormS-8) pertaining to the XOMA Corporation Amended and Restated 2010 Long Term Incentive and Stock Award Plan of XOMA Corporation of our report dated March 7, 2018, with respect to the consolidated financial statements of XOMA Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
June 27, 2019