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) January 13, 2020

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

000-14710	Delaware	52-2154066
(Commission File Number)	(State or other jurisdiction of incorporation)	(IRS Employer Identification No.)

2200 Powell Street, Suite 310, Emeryville, California	94608
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (510) 204-7200

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 (see General Instruction A.2. below):

☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0075 per share	**XOMA**	**The Nasdaq Global Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

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 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

Beginning on January 13, 2020, XOMA Corporation (the "Company") will participate in conferences with investors and analysts during the 38th Annual JP Morgan Healthcare Conference in San Francisco, California. A copy of the Company's presentation materials has been posted to the Company's website and is attached hereto as Exhibit 99.1

Limitation of Incorporation by Reference

In accordance with General Instruction B.2. of Form 8-K, this information, including the Exhibit, is furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Item 7.01 of this Current Report on Form 8-K will not be deemed an admission as to the materiality of any information that is required to be disclosed solely by Regulation FD.

Cautionary Statements

Certain statements in the attached exhibit 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, including statements regarding: future monetization opportunities, active transactions with significant financial implications, collaborations poised for significant financial contribution, our library of value-generating assets, future potential for milestone and royalty payments, the potential of our unique antibody discovery engine, the ability of our partners and their licensees to successfully develop their pipeline programs, the productivity of acquired assets that may not fulfill our revenue forecasts, upcoming internal milestones and value catalysts, our future cash needs, our strategy for value creation, and other statements that relate to future periods. These statements are based on assumptions that may not prove accurate, and actual results could differ materially from those anticipated due to certain risks inherent in the biotechnology industry and for companies engaged in the development of new products in a regulated market. Potential risks to XOMA meeting these expectations are described in more detail in XOMA's most recent filing on Form 10-K for the year ended December 31, 2018 and in other more recent SEC filings. Consider such risks carefully when considering XOMA's prospects. Any forward looking statements represent XOMA's views only as of the date of this presentation and should not be relied upon as representing its views as of any subsequent date. XOMA disclaims any obligation to update any forward-looking statement, except as required by law.

Item 9.01 Financial Statements and Exhibits.

Exhibit	Description
99.1.	Corporate Presentation

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.

XOMA CORPORATION

Date: January 13, 2020

/s/ Thomas Burns

Thomas Burns
Senior Vice President, Finance and Chief Financial Officer

Exhibit 99.1

CORPORATE PRESENTATION

A ROYALTY AGGREGATION COMPANY

JANUARY 2020

NASDAQ: XOMA

DISCLAIMERS

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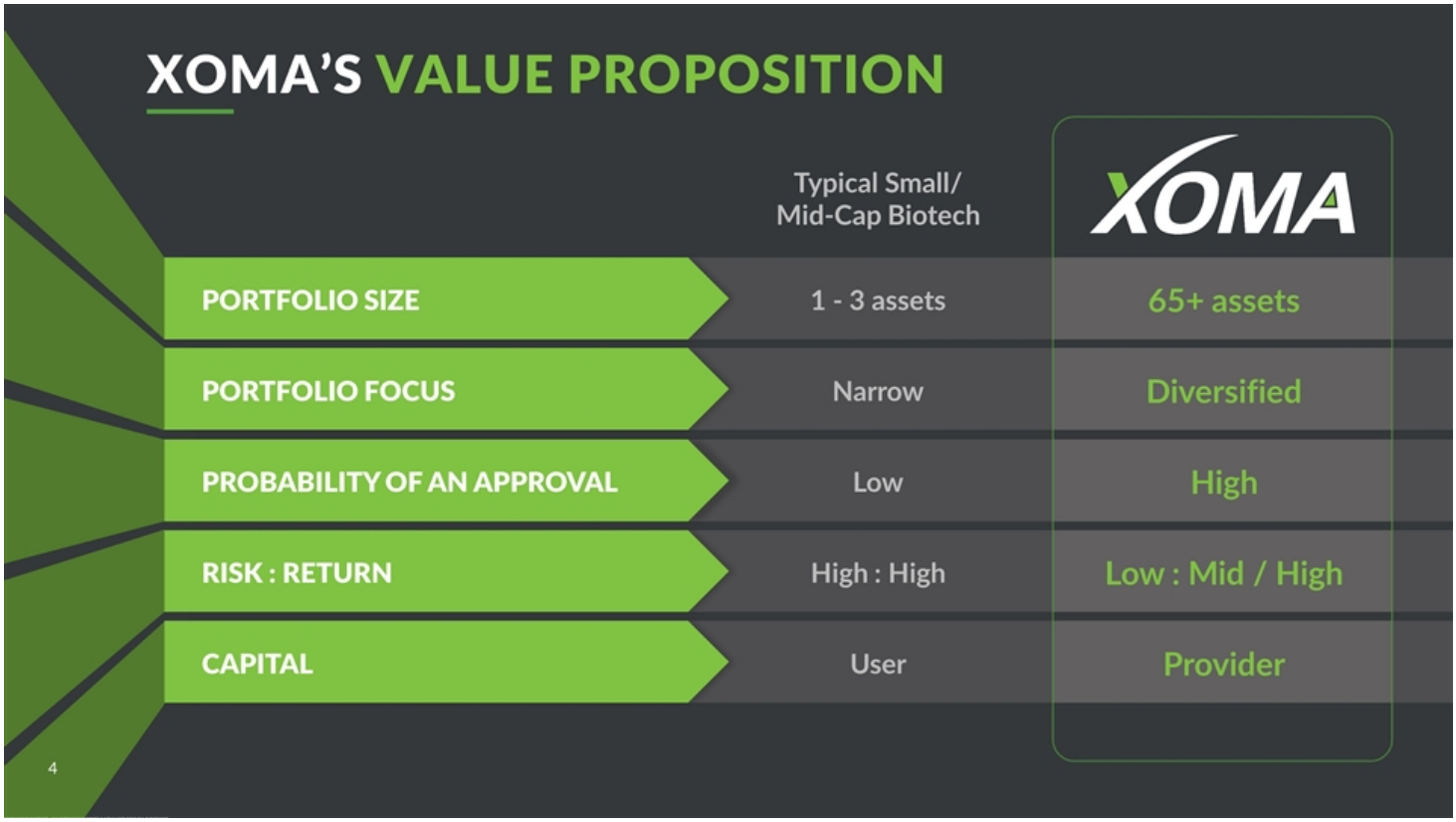
Potential risks to XOMA meeting these expectations are described in more detail in XOMA's most recent filing on Form 10-K and in other SEC filings. Consider such risks carefully when considering XOMA's prospects. Any forward-looking statements represent XOMA's views only as of the date of this presentation and should not be relied upon as representing its views as of any subsequent date. XOMA disclaims any obligation to update any forward-looking statement, except as required by law.

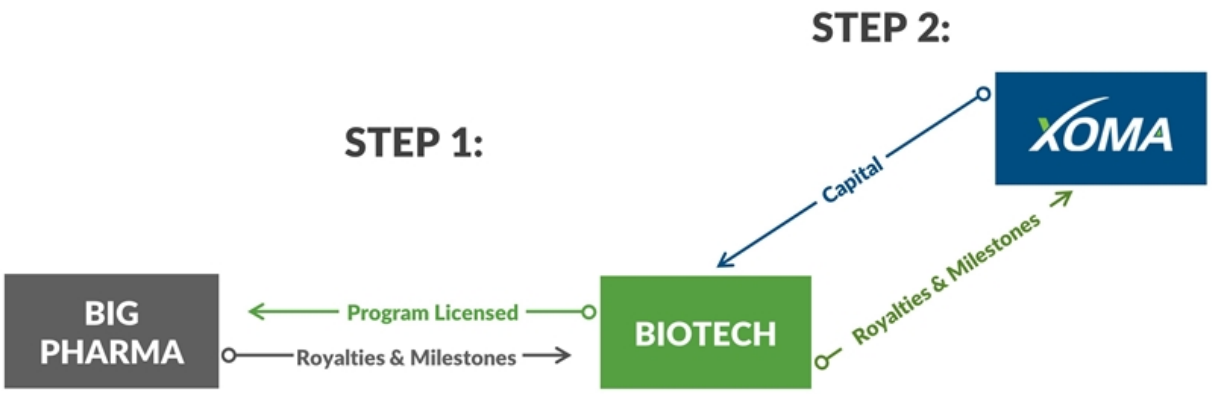
NOTE: All references to "portfolio" in this presentation are to milestone and/or royalty rights associated with a basket of drug products in development. All references to "assets" in this presentation are to milestone and/or royalty rights associated with individual drug product candidates in development.

XOMA SNAPSHOT

- **Acquire pre-commercial drug royalties**
  - Use portfolio approach to expand number of royalty positions
  - Differentiate by focusing on development-stage assets with blockbuster potential licensed to large-cap partners
- **Provide exposure, through royalties, to the upside potential of biotech**
  - Capital-efficient model where R&D costs are borne by partners
  - Cash inflows from interim milestone payments
  - Exposure risk mitigated through portfolio effects
- **Expected value appreciation driven by:**
  - Advancement of assets by partners who spend hundreds of millions of dollars to develop XOMA royalty assets
  - Acquisition of additional assets by XOMA to expand revenue potential and further mitigate risk
- **Portfolio of 65+ assets in >30 disclosed indications today and growing**

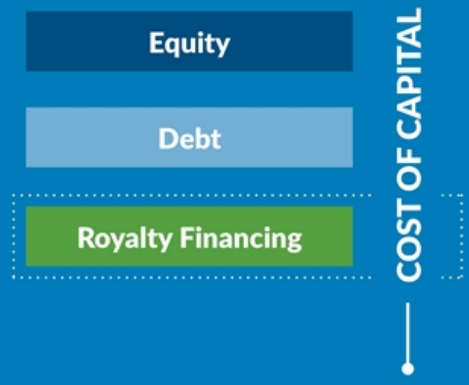

XOMA'S VALUE PROPOSITION
Typical Small/ Mid-Cap Biotech
XOMA
PORTFOLIO SIZE
1 - 3 assets
65+ assets
PORTFOLIO FOCUS
Narrow
Diversified
PROBABILITY OF AN APPROVAL
Low
High
RISK : RETURN
High : High
Low : Mid / High
CAPITAL
User
Provider
4

BASICS OF A ROYALTY MONETIZATION TRANSACTION

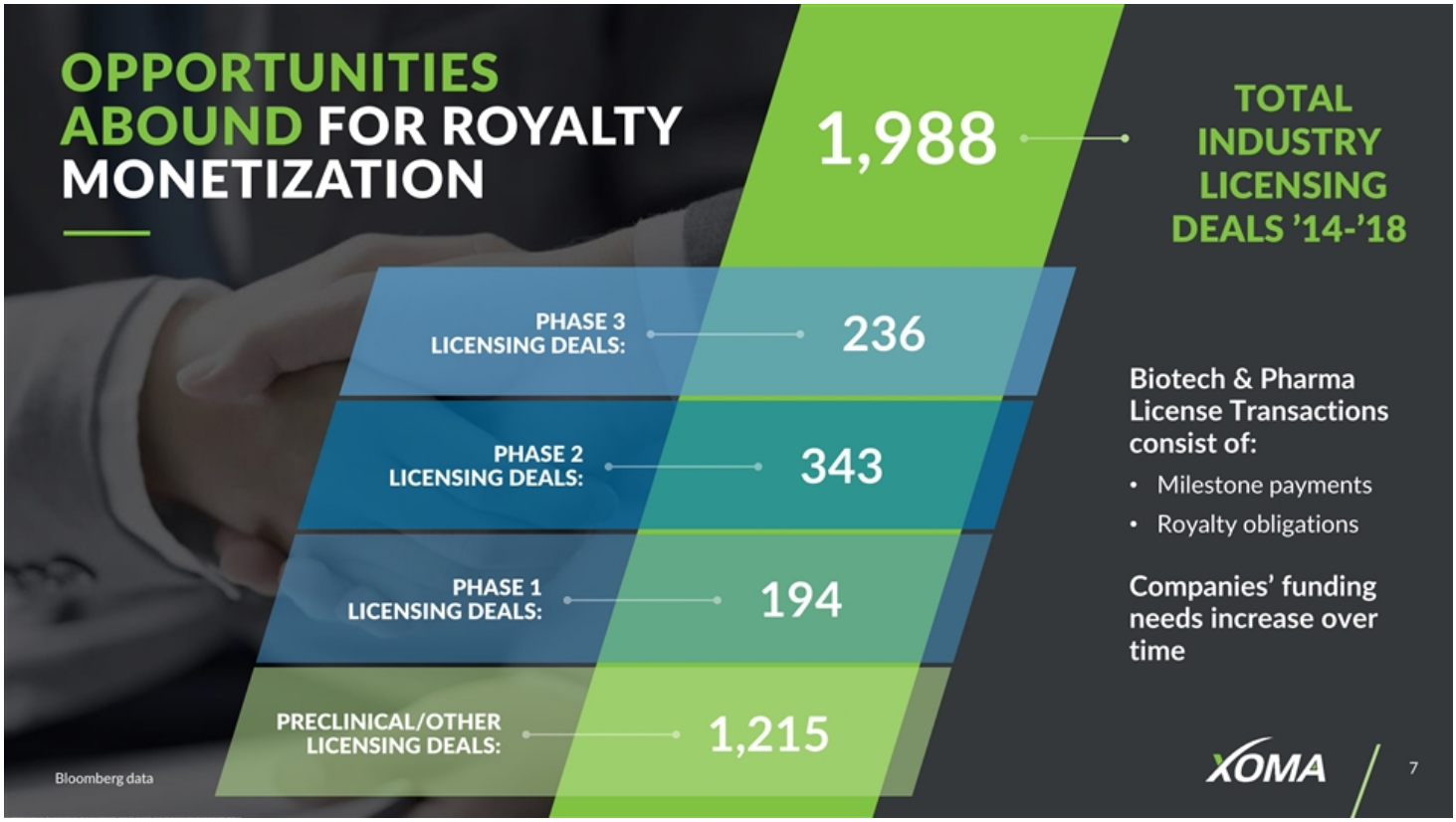


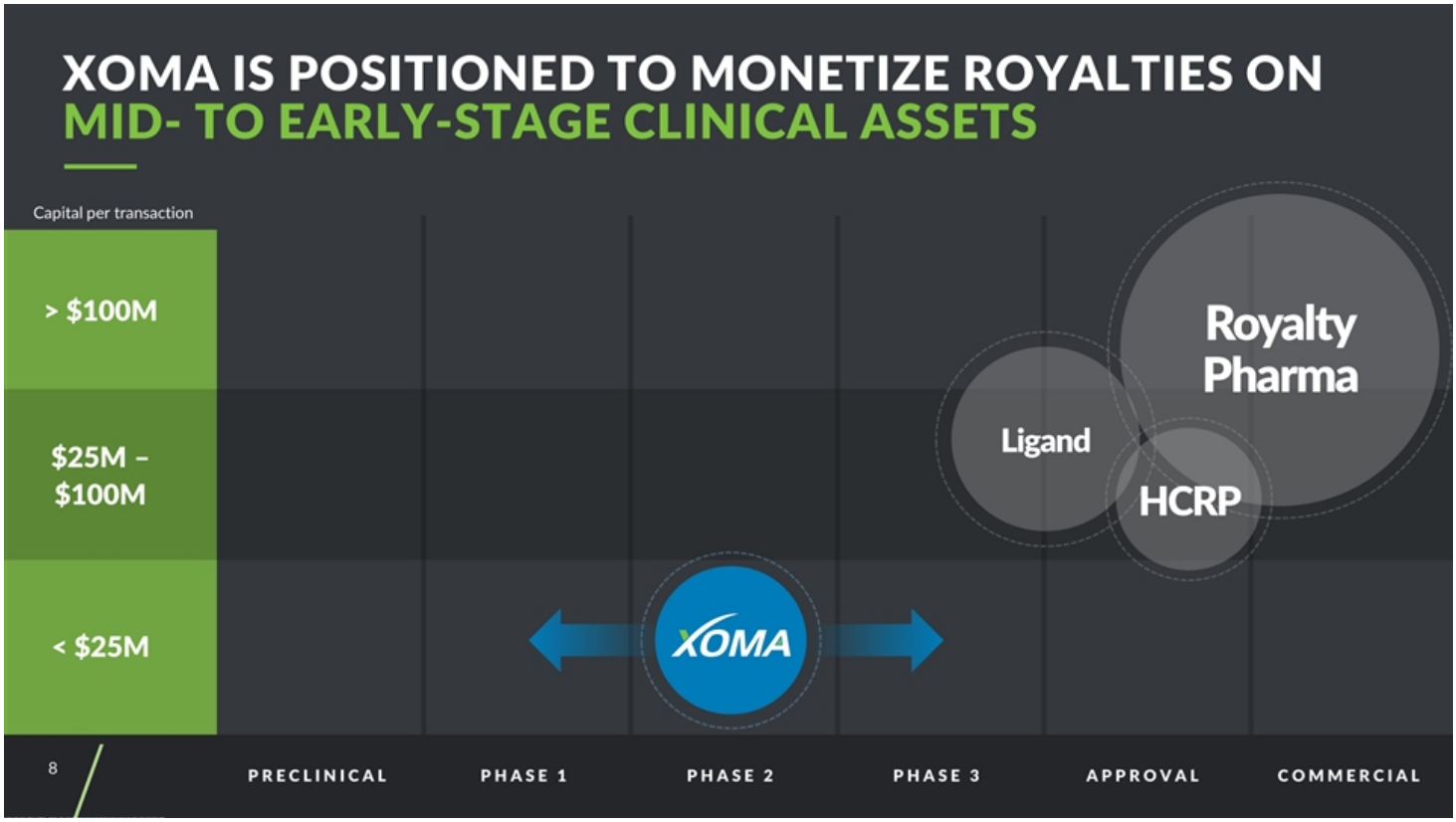
ROYALTY FINANCINGS CAN HELP COMPANIES RAISE CAPITAL MORE EFFICIENTLY THAN EQUITY AND IS LESS ONEROUS THAN DEBT

	Equity	Debt	Royalty Financing
Cost of Capital	High	Medium to High	Low to Medium
Dilution	High	Low	NA
Covenants/Restrictions	Medium	High	Low
Transaction Cost	High	Medium to High	Low
Control	High	Low to Medium	NA
Diligence/Disruption	High	Medium to High	Low
Collateral	N/A	All Assets	Limited to Royalty Asset(s)



XOMA


OPPORTUNITIES ABOUND FOR ROYALTY MONETIZATION
1,988
TOTAL INDUSTRY LICENSING DEALS '14-'18
PHASE 3 LICENSING DEALS:
236
PHASE 2 LICENSING DEALS:
343
PHASE 1 LICENSING DEALS:
194
PRECLINICAL/OTHER LICENSING DEALS:
1,215
Biotech & Pharma License Transactions consist of:
• Milestone payments
• Royalty obligations
Companies' funding needs increase over time
Bloomberg data
XOMA
7


XOMA IS POSITIONED TO MONETIZE ROYALTIES ON
MID- TO EARLY-STAGE CLINICAL ASSETS
Capital per transaction
> $100M
$25M – $100M
< $25M
Royalty Pharma
Ligand
HCRP
XOMA
8
PRECLINICAL
PHASE 1
PHASE 2
PHASE 3
APPROVAL
COMMERCIAL

XOMA ACQUISITION STRATEGY IS DISTINCT

- Acquire milestone and royalty rights to high-potential, fully funded assets
- Focus on mid-stage clinical assets
- Ever-increasing pipeline of potential opportunities
- Team focused on acquiring new royalty assets

THE BENEFITS TO ASSET SELLERS:

Recognize value of non-dilutive, non-recourse financing

Ability to monetize license-economics of mid-stage clinical assets

Immediate cash infusion to advance high-priority internal programs to improve human health

KEY ATTRIBUTES
OF XOMA TARGET ASSETS

PRE-COMMERCIAL THERAPEUTIC ASSETS

Therapeutic area agnostic

LONG DURATION OF MARKET EXCLUSIVITY

Patent expiration or regulatory exclusivity

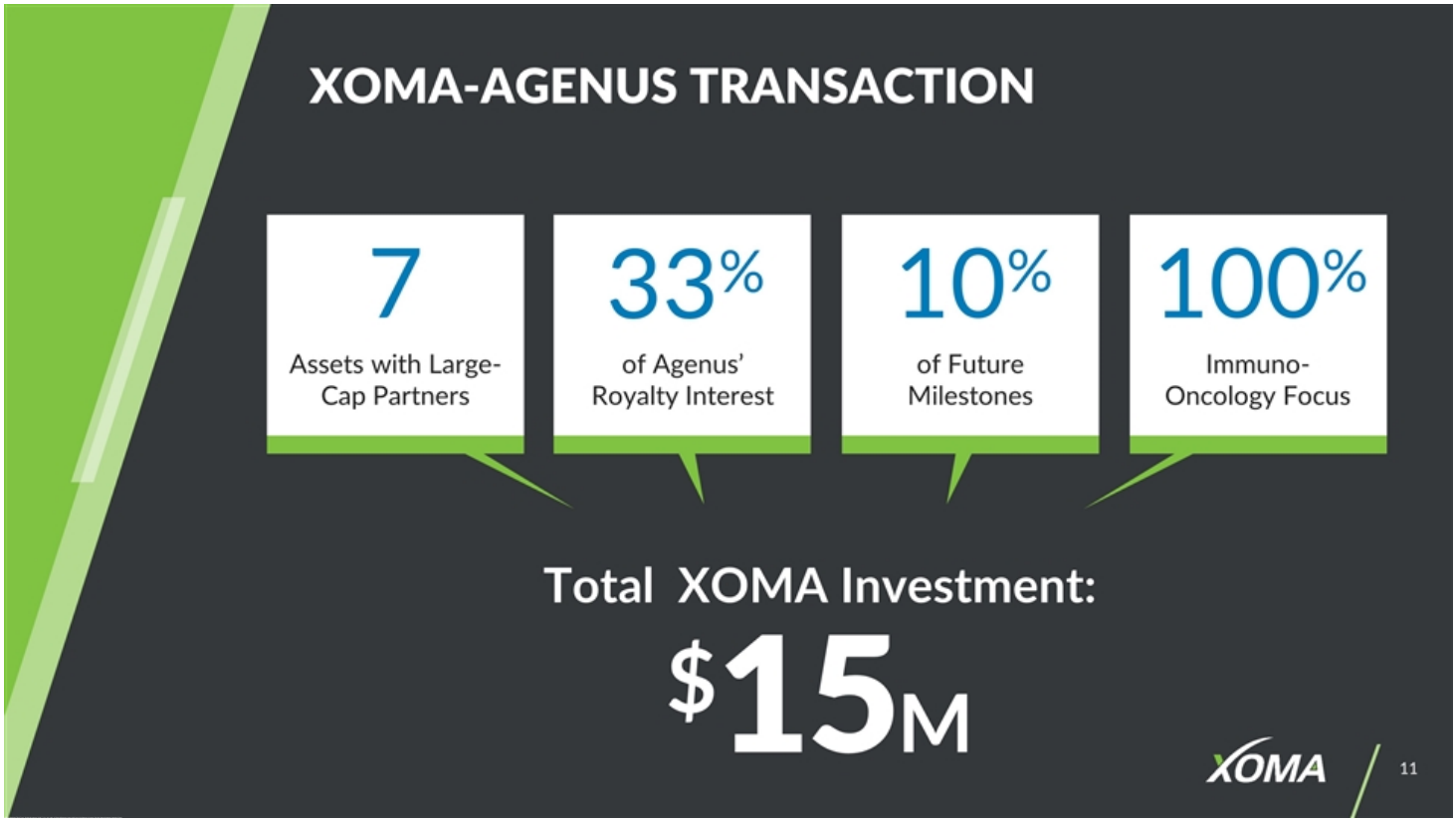
HIGH REVENUE POTENTIAL

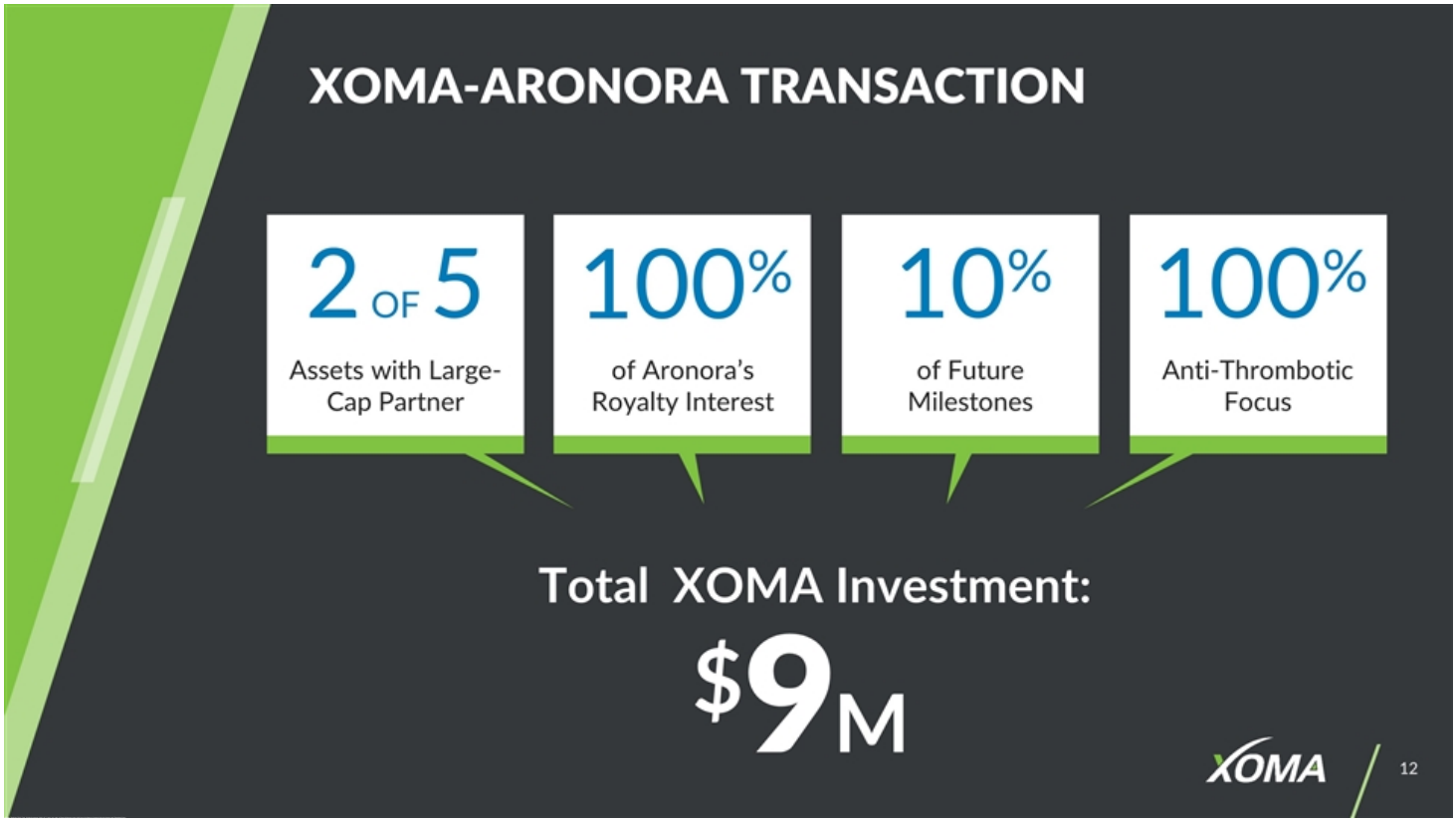
High unmet need or clear clinical benefit over alternatives

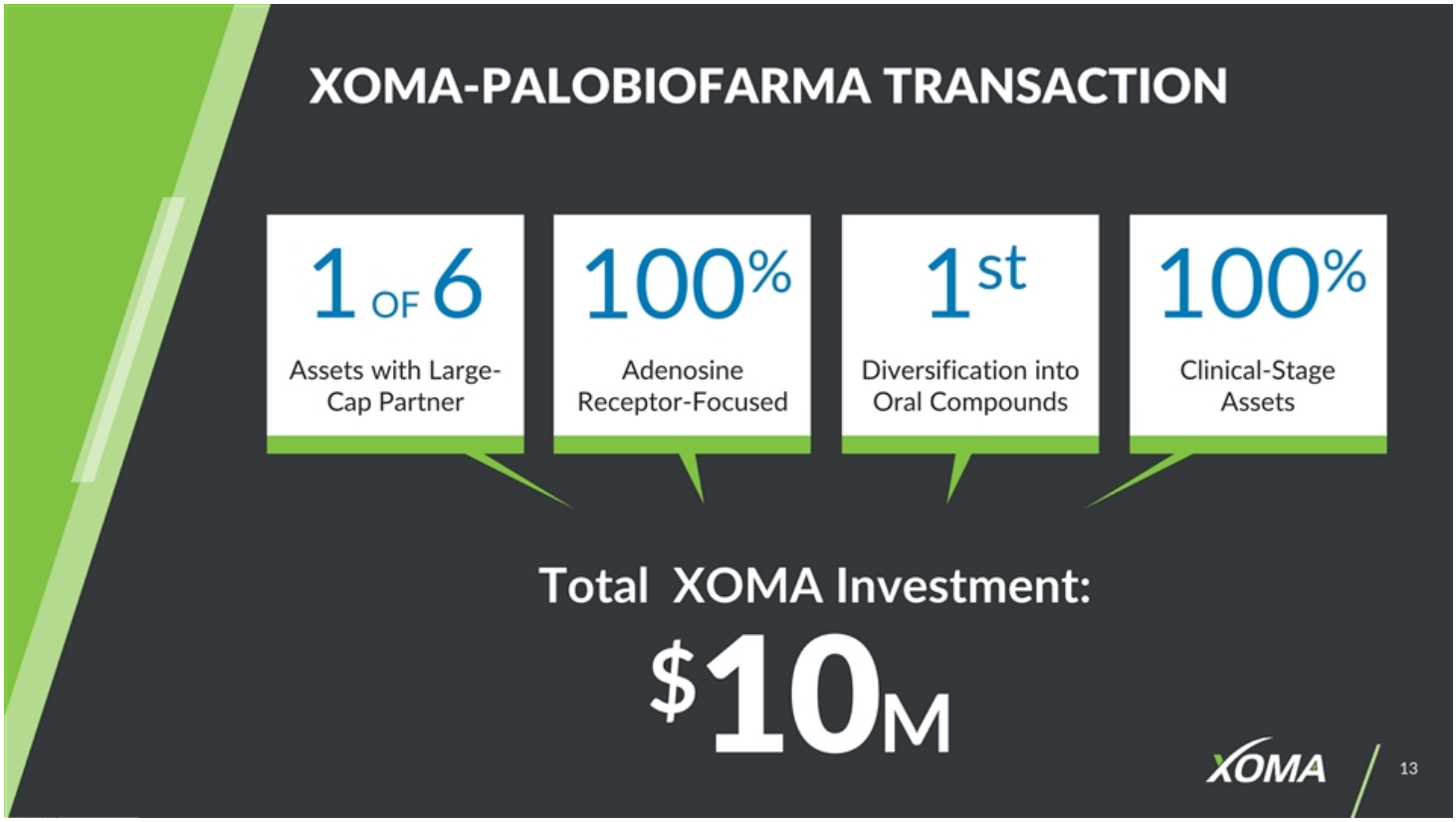
STRONG DEVELOPER/MARKETER

Assets partnered with high-quality pharma / biopharma companies

XOMA


XOMA-AGENUS TRANSACTION
7
Assets with Large-Cap Partners
33%
of Agenus' Royalty Interest
10%
of Future Milestones
100%
Immuno-Oncology Focus
Total XOMA Investment:
$15M
XOMA
11

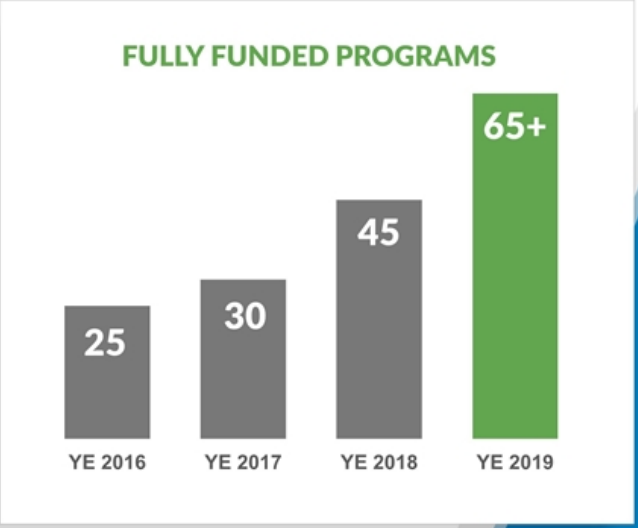

XOMA-ARONORA TRANSACTION
2 OF 5
Assets with Large-Cap Partner
100%
of Aronora's Royalty Interest
10%
of Future Milestones
100%
Anti-Thrombotic Focus
Total XOMA Investment:
$9M
XOMA
12


XOMA-PALOBIOFARMA TRANSACTION
1 OF 6
Assets with Large-Cap Partner
100%
Adenosine Receptor-Focused
1st
Diversification into Oral Compounds
100%
Clinical-Stage Assets
Total XOMA Investment:
$10M
XOMA
13

THESE TRANSACTIONS HIT ALL OF THE KEY ATTRIBUTES OF XOMA TARGET ASSETS

PRE-COMMERCIAL THERAPEUTIC ASSETS	Phase 1, Phase 2 typically
LONG DURATION EXCLUSIVITY	Potentially 10 years post-commercialization
HIGH REVENUE POTENTIAL	Immuno-oncology, anti-thrombotics, COPD & NASH
STRONG DEVELOPER/MARKETER	Incyte, Merck, Bayer, Novartis

MEASURING XOMA'S INTRINSIC VALUE TODAY

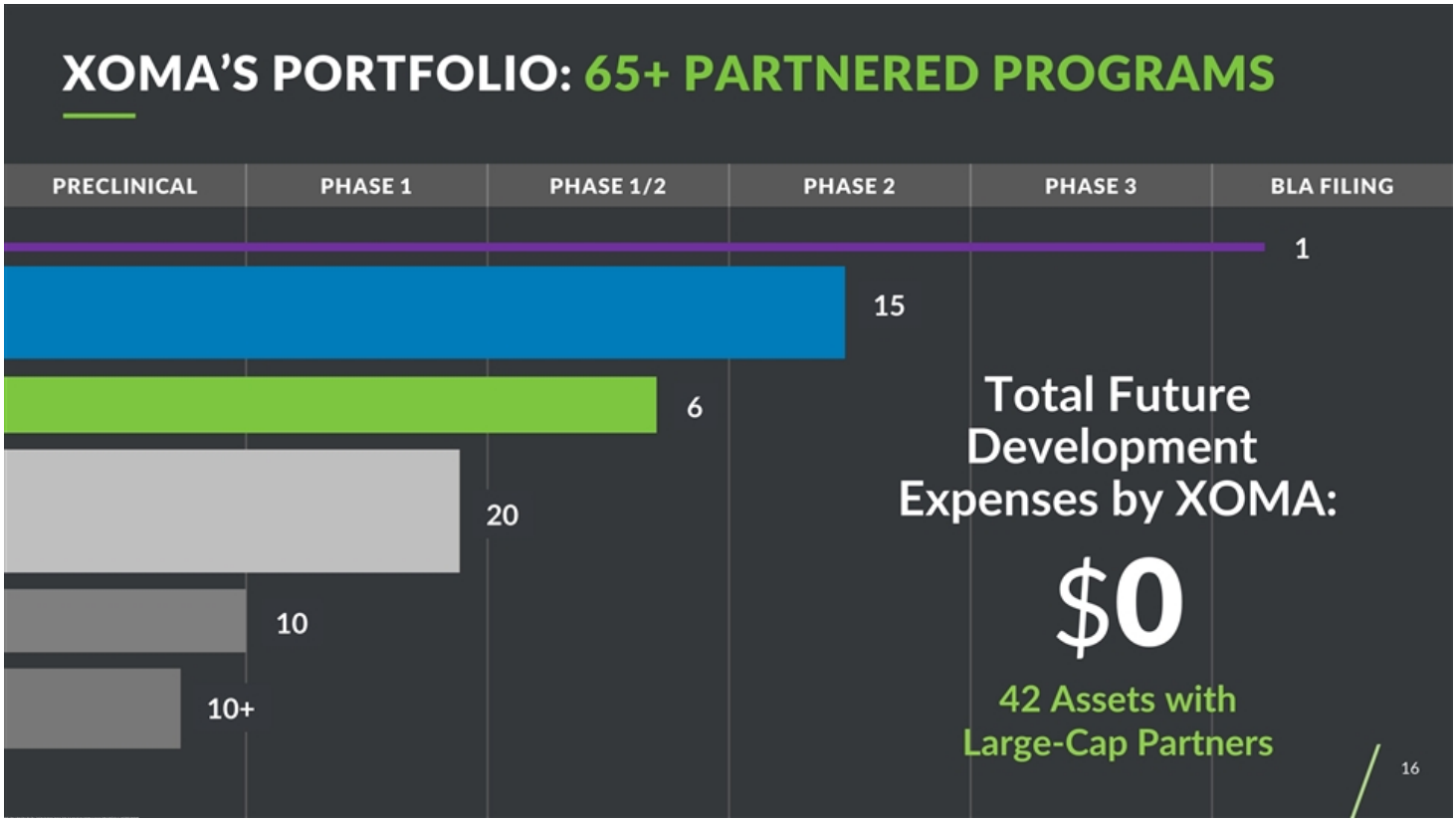


XOMA PORTFOLIO PROFILE

- 65+ assets and growing
- > 60% of assets in clinical-stage development
- Many with blockbuster revenue potential

TYPICAL XOMA ECONOMICS

- Development & Sales milestones
- Average royalty rate: ~2.5%
- Royalty term: 8 – 12 years post commercialization


XOMA'S PORTFOLIO: 65+ PARTNERED PROGRAMS
PRECLINICAL
PHASE 1
PHASE 1/2
PHASE 2
PHASE 3
BLA FILING
1
15
6
20
10
10+
Total Future Development Expenses by XOMA:
$0
42 Assets with Large-Cap Partners
16

EXAMPLES OF CONDITIONS & DISEASES XOMA PARTNERS ARE PURSUING

Lupus Nephritis
Systemic Lupus Erythematosus
Kidney Transplant
Liver Transplant
Hidradenitis Suppurativa
Type 1 Diabetes
Sjogren's Syndrome
Graves' Disease
Moderate to Severe Myasthenia Gravis
Rheumatoid Arthritis
Congenital hyperinsulinism
Multiple Myeloma
Thromboembolism
End Stage Renal Disease
Metastatic Solid Tumors
Prostate Cancer
Urothelial Cancer
Acute Myeloid Leukemia
Colorectal Cancer
Gastroesophageal Cancer
Renal Cancer
Non-Hodgkin Lymphoma
Triple-negative Breast Cancer
Non-small Cell Lung Cancer
Squamous Cell Carcinoma
Pancreatic Cancer
Anti-Botulism
Asthma
Ulcerative Colitis
Non-muscle Invasive Bladder Cancer
Advanced Solid Tumors
Generalized Myasthenia Gravis

XOMA'S PORTFOLIO: KEY HIGHLIGHTS

(Does not include all assets, including certain assets subject to confidentiality agreements)

PARTNER	ASSET NAME	TARGET	ROYALTY RATE
Bayer	BAY1213790	Factor XIa	Low single-digit
Bayer	BAY1831865	Factor XI	Low single-digit
Bayer/Aronora	AB023 (xisomab 3G3)	Factor XI	Low single-digit
Incyte	INCAGN1876	GITR	Mid-single-digit
Incyte	INCAGN1949	OX-40	Mid-single-digit
Incyte	INCAGN02390	TIM-3	Low to mid-single-digit
Incyte	INCAGN2385	LAG-3	Low to mid-single-digit
Janssen Biotech	JNJ-64407564	GPRC5D	0.75%
Janssen Biotech	JNJ-63723283	PD-1	0.75%
Janssen Biotech	JNJ-55920839	IFN	0.75%
Janssen Biotech	JNJ-63709178	CD123xCD3	0.75%
Janssen Biotech	JNJ-63898081	PSMA	0.75%
Janssen Biotech	JNJ-64232025	CD154	0.75%
Merck	MK-4830	ILT-4	Low single-digit
Novartis	CFZ533 (iscalimab)	CD-40	Mid-single-digit to low-teens
Novartis	VPM087 (gevokizumab)	IL-1ß	High single-digit to mid-teens
Novartis	NIS793	TGFß	Mid-single digit to low teens
Novartis	NIR178	adenosine A2A	Low single-digit
Takeda	TAK-079	CD-38	4%
Takeda (Molecular Templates)	TAK-169	CD-38	4%

PARTNER	ASSET NAME	TARGET	ROYALTY RATE
Adhera	PRESTALIA	ACE inhibitor and Ca channel blocker	Up to double digit
Alligator Bioscience (Janssen)	JNJ-64457107	CD40	0.75%
Aronora	AB002 (ProCase)	E-WE thrombin	Low single-digit
Aronora	AB054	Factor XII	Low single-digit
AVEO	ficlatuzumab	Anti-HGF	Low single-digit
Compugen	COM902	TIGIT	Low single-digit
Margaux Biologics	XOMA 629	BPI	Low to mid-single-digit
Monopar (Formerly Tactic & Attenuon)	MNPR-101	uPAR antibody	None
Ology	XOMA 3AB, XOMA B, and XOMA E toxin serotypes	Botulism	15%
Palobiofarma	PBF-680	adenosine A1	Low single-digit
Palobiofarma	PBF-677	adenosine A3	Low single-digit
Palobiofarma	PBF-999	adenosine A2A / Phosphodiesterase 10 (PDE-10)	Low single-digit
Palobiofarma	PBF-1129	adenosine A2B	Low single-digit
Palobiofarma	PBF-1650	adenosine A3	Low single-digit
Rezolute	RZ358	INSR	High single-digit to mid-teens
Rezolute	AB101	Insulin	Low single-digit
Rezolute	RZ402	Kallikrein Inhibitor	Low single-digit
Sesen (Formerly Eleven Bio & Viventia)	Vicinium	EpCAM antigens	2.50%

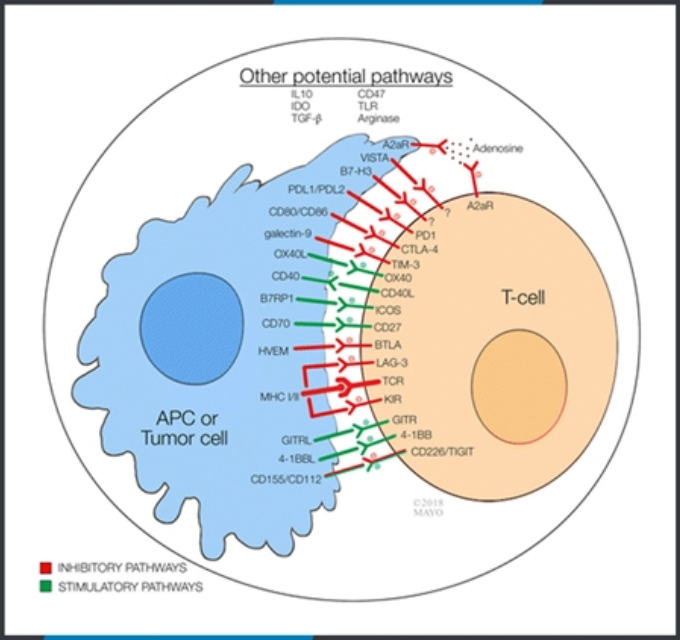
> $1 billion in potential milestones

CAPTURING IMMUNO-ONCOLOGY'S NEXT WAVE

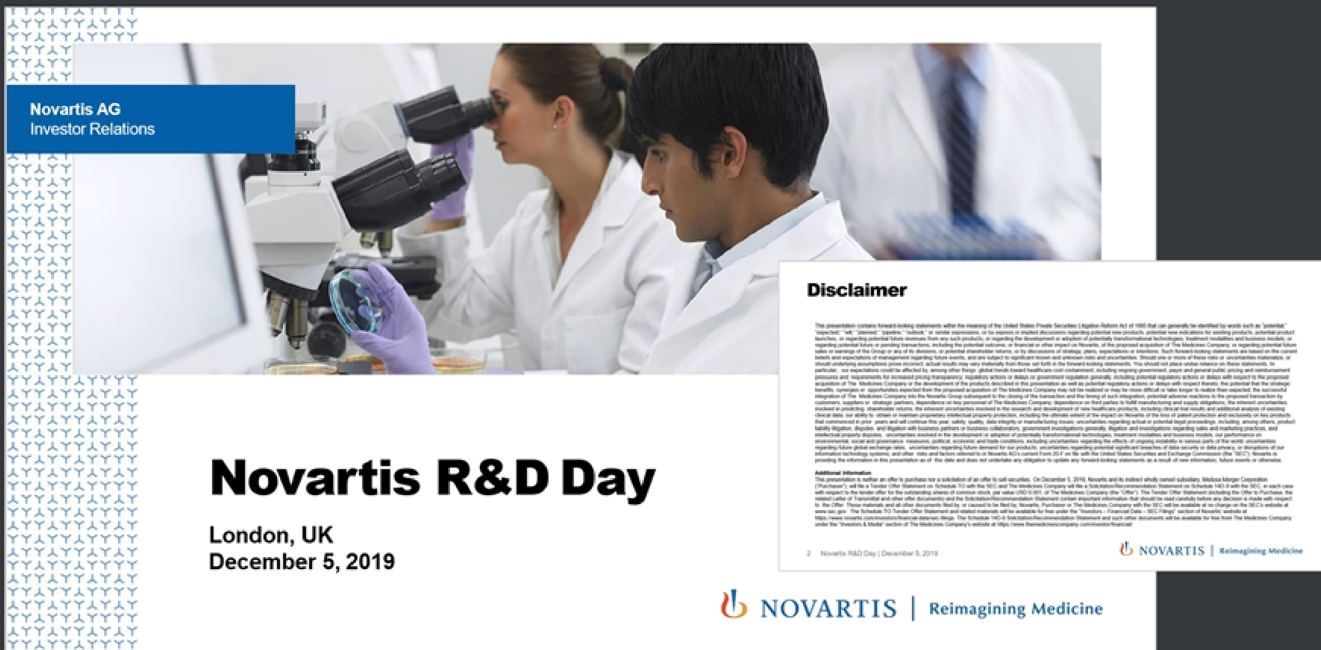
XOMA's current royalty portfolio covers

>90%

of the next generation of emerging and novel I-O targets



Reference: Marin-Acevedo, J.A., Dholaria, B., Soyano, A.E. *et al.* Next generation of immune checkpoint therapy in cancer: new developments and challenges. *J Hematol Oncol* **11**, 39 (2018)


Novartis AG
Investor Relations
Novartis R&D Day
London, UK
December 5, 2019
NOVARTIS | Reimagining Medicine
Disclaimer
2 Novartis R&D Day | December 5, 2019
NOVARTIS | Reimagining Medicine

XOMA

Iscalimab
(CFZ533)

Fully human monoclonal antibody blocking the CD154-CD40 pathway

Key highlights

Potential to provide *"One Transplant for Life"* with improved patient and graft survival and become the new SoC in transplant

Kidney transplant grafts showed pristine histology, suggesting potential to provide calcineurin-free therapy, prolonged graft survival and fewer side effects

Positive proof-of-concept study in Sjögren's syndrome, the second most common rheumatic autoimmune disease after rheumatoid arthritis

Phase 2b studies in kidney transplant and Sjögren's on track to read out in 2021; Phase 2a readouts in systemic lupus erythematosus, lupus nephritis and hidradenitis suppurativa expected in 2021

NOVARTIS | Reimagining Medicine

Potential to reimagine transplantion with better graft protection and less toxicity

Today with Standard of Care

10y median graft survival time

Patients return to dialysis: poor QoL and high 5y mortality (53%)

Re-transplant with another kidney, depletes pool of donor organs

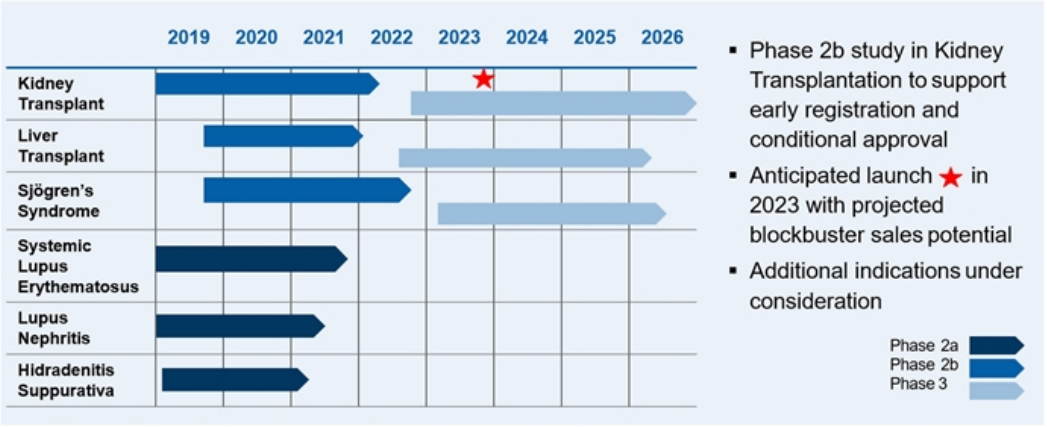
Tomorrow with iscalimab

20y median graft survival time
No patients return to dialysis

Organ pool used for new patients (no re-transplantation required)

- Hypothetical illustration with a median graft survival of 20 years vs current 10-year graft survival rate at 47.3% for deceased donors in the USA (USRDS report 2018)
- Graft survival is determined as the earliest occurrence of either death with graft function or graft failure requiring dialysis or re-transplant

Advancing iscalimab in a range of indications through 2020-26



- Phase 2b study in Kidney Transplantation to support early registration and conditional approval
- Anticipated launch ★ in 2023 with projected blockbuster sales potential
- Additional indications under consideration

Phase 2a
Phase 2b
Phase 3

NOVARTIS | Reimagining Medicine

"A pipeline in a product."

Eric Hughes, MD, Global Head Immunology, Hepatology and Dermatology Development Unit, Novartis

XOMA'S SIGNIFICANT ROYALTY REVENUE POTENTIAL

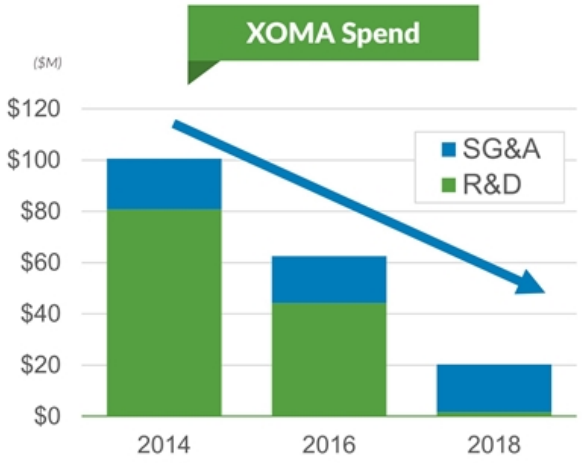
ASSETS BY PROJECTED PEAK SALES POTENTIAL

Royalty Rate at Projected Peak Sales	< $500M	$500M - $1B	≥ $1B
< 2.5%	20+	15	11
2.5% - 7.5%	4	4	8
7.5% - 15%	1	1	3
	9 of 25+ with large-cap partners	**13 of 20** with large-cap partners	**18 of 22** with large-cap partners

Example: If a partnered product were to achieve $1B in annual sales, and XOMA held a 3% royalty on that product, XOMA would receive $30M annual royalty revenue plus any interim revenue from development & regulatory milestones

STRATEGY REQUIRES 2 THINGS

1. **PATIENCE** - PROVIDE TIME FOR UNDERLYING DRUG ASSETS TO ADVANCE THROUGH YEARS OF DISCOVERY, DEVELOPMENT AND APPROVAL
2. **LEAN INFRASTRUCTURE** - MINIMIZE COSTS



RECENT HIGHLIGHTS

OPERATIONAL

- **Increased number of royalty licenses by 40% since 3Q18**
- **Acquired milestone & royalty interests in:**
  - 2 Bayer assets & 1 Bayer option & 2 unpartnered assets from Aronora
  - 1 Novartis asset & 5 unpartnered assets from Palobiofarma
  - Future assets from 2 technology platform companies
- **Added 9 Janssen Biotech assets to royalty interest portfolio**
- **Received >$10M in milestones during 2019**
- **Completed $22M Rights Offering; backstopped by BVF Partners**

PARTNERS & PARTNERED ASSETS

- **Novartis**
  - Oncology clinical studies with **gevokizumab** started
  - **Iscalimab** (CFZ533) data presentations - American Transplant Congress, European College of Rheumatology, 2019 R&D Day
  - Multiple Phase 2 trials initiated with **iscalimab**
- **Sesen Bio & Vicinium**
  - Positive top-line Phase 3 data on Vicinium – Jan '19
  - Pre-BLA Meeting Outcomes: FDA recommends accelerated approval pathway; no additional trial required
  - Rolling BLA initiated Dec '19
- **Takeda**
  - **TAK-079** & **TAK-169** Data presentations at American Society of Hematology (ASH) Annual Meeting 2019

LOOKING AHEAD

OPERATIONAL

- Acquire additional milestone and royalty interest assets to continue to grow the portfolio
- Maintain lean cost infrastructure and financial discipline
  - Current balance sheet sufficient to fund operations for multiple years
  - ~$1M per month core G&A expense

PARTNERS & PARTNERED ASSETS

NOVARTIS
Iscalimab data readouts – 5 Phase 2 studies

NOVARTIS
TGFβ advancing to Phase 2

NOVARTIS
Gevokizumab advancing to Phase 2

MERCK
MK-4830 advancing to Phase 2

TAKEDA
TAK-079 advancing to Phase 2

SESEN BIO
Completed BLA Filing / PDUFA date

WHY XOMA'S PORTFOLIO IS VALUABLE

- XOMA holds **65+ current assets**; pharmaceutical **partners fund research & development and cover 100% of costs**
- XOMA sources **royalty rights** through deep industry network
- XOMA constructs an increasingly **diverse and expanding portfolio** to increase odds of success and mitigate binary risk
- XOMA has **low-cost infrastructure**; future potential **revenues largely fall to bottom line**