
**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 Number)

**2200 Powell Street, Suite 310
Emeryville, California 94608**
(Addresses of Principal Executive Offices including Zip Code)

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

Thomas Burns
Senior Vice President, Finance and Chief Financial Officer
XOMA Corporation
2200 Powell Street, Suite 310
Emeryville, California 94608
(510) 204-7200

(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:

John T. McKenna
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
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE AND GENERAL INSTRUCTION E INFORMATION

This Registration Statement on Form S-8 is being filed by XOMA Corporation for the purpose of registering an additional 709,000 shares of the Company's common stock, par value \$0.0075 per share, issuable under our Amended and Restated 2010 Long Term Incentive and Stock Award Plan, or the 2010 Plan. The shares of common stock previously reserved for issuance under the 2010 Plan were registered on our Registration Statements on Form S-8 filed with the Securities and Exchange Commission, or the Commission, on: (i) [December 27, 2010](#) (File No. 333-171429), (ii) [June 6, 2011](#) (File No. 333-174730), (iii) [June 1, 2012](#) (File No. 333-181849), (iv) [September 12, 2014](#) (File No. 333-198719), (v) [June 24, 2016](#) (File No. 333-212238), (vi) [May 31, 2017](#) (File No. 333-218378), (vii) [June 27, 2019](#) (File No. 333-232398), and (viii) [May 26, 2022](#) (File No. 333-265248), or the Prior Forms S-8. This Registration Statement relates to securities of the same class as those to which the Prior Forms S-8 relate and is submitted in accordance with General Instruction E of Form S-8. Pursuant to General Instruction E of Form S-8, the contents of Prior Forms S-8 are incorporated by reference herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- Our Annual Report on [Form 10-K](#) for the year ended December 31, 2022, filed with the Commission on March 9, 2023;
- Our Quarterly Report on [Form 10-Q](#) for the quarterly period ended March 31, 2023, filed with the Commission on May 9, 2023;
- Our Current Reports on Form 8-K, filed with the Commission on [January 4, 2023](#), [March 24, 2023](#), [March 30, 2023](#) and [May 18, 2023](#);
- The information specifically incorporated by reference into our 2022 Annual Report on [Form 10-K](#) referred to above from our [definitive proxy statement](#) relating to our 2023 annual meeting of stockholders, filed with the Commission on April 4, 2023; and
- The description of our common stock included under the caption "Description of Capital Stock" in the prospectus dated December 16, 2011, which was filed on December 19, 2011, and is part of our registration statement on Form [S-4/A](#) filed on December 13, 2011 (File No. 333-177165), including any amendment or report for the purpose of updating such description.

All reports and other documents filed by us pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of filing such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

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 8.625% Series A Cumulative Perpetual Preferred Stock	8-K	000-14710	3.1	12/11/2020
4.7	Certificate of Designation of Preferences, Rights and Limitations of 8.375% Series B Cumulative Perpetual Preferred Stock	8-K	000-39801	3.1	04/08/2021
4.8	Certificate of Correction of the Certificate of Designation of 8.375% Series B Cumulative Perpetual Preferred Stock dated June 9, 2021	10-Q	000-39801	3.8	08/05/2021
4.9	Certificate of Amendment to the Certificate of Designation of 8.375% Series B Cumulative Perpetual Preferred Stock of XOMA Corporation.	8-K	000-39801	3.1	08/05/2021
4.10	By-laws of XOMA Corporation	8-K	000-14710	3.2	01/03/2012
4.11	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 Cooley LLP (included in Exhibit 5.1)				
24.1*	Power of Attorney (see the signature page hereto)				
99.1	XOMA Corporation Amended and Restated 2010 Long Term Incentive and Stock Award Plan	DEF 14A	001-39801	Appendix A	04/04/2023
107*	Filing Fee Table				

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant 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 May 17, 2023.

XOMA CORPORATION

By: /s/ OWEN HUGHES

Owen Hughes
*Executive Chairman of the Board of Directors and
Interim Chief Executive Officer*

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Owen Hughes and Thomas Burns, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the 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 order to effectuate the same as fully, to all intents and purposes, as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ OWEN HUGHES</u> Owen Hughes	Executive Chairman of the Board of Directors and Interim Chief Executive Officer <i>(Principal Executive Officer)</i>	May 17, 2023
<u>/s/ THOMAS BURNS</u> Thomas Burns	Senior Vice President, Finance and Chief Financial Officer <i>(Principal Accounting and Financial Officer)</i>	May 17, 2023
<u>/s/ HEATHER L. FRANKLIN</u> Heather L. Franklin	Director	May 17, 2023
<u>/s/ NATASHA HERNDAY</u> Natasha Hernday	Director	May 17, 2023
<u>/s/ BARBARA KOSACZ</u> Barbara Kosacz	Director	May 17, 2023
<u>/s/ JOSEPH M. LIMBER</u> Joseph M. Limber	Director	May 17, 2023
<u>/s/ MATTHEW PERRY</u> Matthew Perry	Director	May 17, 2023
<u>/s/ JACK L. WYSZOMIERSKI</u> Jack L. Wyszomierski	Director	May 17, 2023



John T. McKenna
+1 650 843 5059
jmckenna@cooley.com

May 18, 2023

XOMA Corporation
2200 Powell St., Suite 310
Emeryville, CA 94068

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 up to 709,000 shares (the "**Shares**") of the Company's Common Stock, par value \$0.0075 per share ("**Common Stock**") issuable 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 prospectus, (b) the Plan, (c) the Company's certificate of incorporation and bylaws, each as currently in effect and (d) originals or copies certified to our satisfaction of such other records, documents, 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 of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified 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, the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

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



XOMA Corporation
May 18, 2023
Page Two

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ John T. McKenna
John T. McKenna

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 Form S-8 of our report dated March 9, 2023 relating to the financial statements of XOMA Corporation appearing in the Annual Report on Form 10-K of XOMA Corporation for the year ended December 31, 2022.

/s/ DELOITTE & TOUCHE LLP

San Francisco, California
May 17, 2023

Calculation of Filing Fee Table

Form S-8
(Form Type)

XOMA Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0075 par value per share, XOMA Corporation Amended and Restated 2010 Long Term Incentive and Stock Award Plan	Other ⁽²⁾	709,000	\$18.43 ⁽³⁾	\$13,066,870.00	\$0.0001102	\$1,439.97
Total Offering Amounts					\$13,066,870.00		\$1,439.97
Total Fees Previously Paid							\$—
Total Fee Offsets							\$—
Net Fee Due							\$1,439.97

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of Registrant’s common stock that become issuable under the Registrant’s Amended and Restated 2010 Long Term Incentive and Stock Award Plan (the “*2010 Plan*”) by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s common stock.
- (2) Represents additional shares of the Registrant’s common stock reserved for future issuance under the 2010 Plan.
- (3) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$18.43 per share of common stock, the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Market on May 11, 2023.