
**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): July 8, 2024

XOMA CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39801
(Commission
File Number)

52-2154066
(I.R.S. Employer
Identification Number)

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

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

(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))

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, \$0.0075 par value	XOMA	The Nasdaq Global Market
8.625% Series A Cumulative Perpetual Preferred Stock, par value \$0.05 per share	XOMAP	The Nasdaq Global Market
Depository Shares (each representing 1/1000th interest in a share of 8.375% Series B Cumulative Perpetual Preferred Stock, par value \$0.05 per share)	XOMAO	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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

On July 8, 2024, the Company filed with the Secretary of State of the State of Delaware an amendment to its Amended Certificate of Incorporation (“Amendment”) to change the name of the Company from “XOMA Corporation” to “XOMA Royalty Corporation” (the “Name Change”). The Name Change and the Amendment will become effective at 12:01 a.m. Eastern Time on July 10, 2024.

The Board approved the Name Change pursuant to Section 242 of the General Corporation Law of the State of Delaware. In connection with the Name Change, the Board also approved the Amendment, effective as of July 10, 2024.

Pursuant to Section 242 of the Delaware General Corporation Law, stockholder approval was not required to complete the Name Change or to approve or effect the Amendment. The Name Change will not in any way affect the voting or other rights that accompany the Company’s common stock, par value \$0.0075 per share (“Common Stock”), or the validity or transferability of the Company’s shares of Common Stock currently outstanding.

The Company’s Common Stock will continue to be quoted on The Nasdaq Global Market under the ticker symbol “XOMA”. There will be no change to the Company’s CUSIP in connection with the Name Change. Following the Name Change, existing stock certificates, which reflect the former name of the Company, will continue to be valid.

A copy of the Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Number	Description of Document
3.1	Certificate of Amendment to the Amended Certificate of Incorporation of XOMA Corporation, filed July 8, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

XOMA CORPORATION

Date: July 9, 2024

By: /s/ THOMAS BURNS
Thomas Burns
Senior Vice President, Finance and Chief Financial Officer

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

XOMA Corporation (the “**Corporation**”), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”), does hereby certify as follows:

1. That the current name of the Corporation is XOMA Corporation. The Corporation 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. A Certificate of Amendment to the Amended Certificate of Incorporation was filed with the Secretary of State on May 27, 2014, and another Certificate of Amendment to the Amended Certificate of Incorporation was filed with the Secretary of State on October 17, 2016.

2. That the Board of Directors of the Corporation duly adopted resolutions proposing to amend the Certificate of Incorporation of the Corporation to change the name of the Corporation as permitted under Sections 242(a)(1) and 242(d)(1)(A) of the General Corporation Law, and declaring such amendment to be advisable and in the best interests of the Corporation and its stockholders, which resolution setting forth the proposed amendment is as follows:

“**FIRST:** The name of the Company is XOMA ROYALTY CORPORATION.”

* * * * *

3. That this amendment of the Certificate of Incorporation has been duly adopted by the Board of Directors of the Corporation in accordance with Section 242 of the Delaware General Corporation Law.

4. That this amendment of the Certificate of Incorporation shall become effective on July 10, 2024 at 12:01 a.m. Eastern Time.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment to the Amended Certificate of Incorporation to be signed by a duly authorized officer of this Corporation on this 3rd day of July, 2024.

By: /s/ Owen Hughes
Owen Hughes
Chief Executive Officer