

**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 21, 2024**

**XOMA ROYALTY 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:

<b>Title of each class:</b>	<b>Trading symbol(s):</b>	<b>Name of each exchange on which registered:</b>
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.

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**Item 8.01 Other Events.**

On October 21, 2024, XOMA Royalty Corporation (“XOMA”), through its wholly-owned subsidiary, XOMA (US) LLC (the “Company”), entered into a Royalty Purchase Agreement with Twist Bioscience Corporation (“Twist”) (the “Purchase Agreement”).

Pursuant to the terms of the Purchase Agreement, the Company paid \$15,000,000 in cash to Twist in consideration for the sale of 50% of certain amounts payable to Twist, including licensing revenue, sublicensing income, milestone payments, and royalty payments, under Twist’s biopharma services agreements.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Purchase Agreement.

On October 22, 2024, XOMA issued a press release announcing the transactions described herein, a copy of which is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated October 22, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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 ROYALTY CORPORATION**

Date: October 22, 2024

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



## **XOMA Royalty Significantly Expands its Royalty and Milestone Portfolio with the Addition of Over 60 Early-Stage Programs from Twist Bioscience**

*XOMA Royalty has acquired 50 percent of Twist's existing royalty and milestone economics for \$15 million*

*XOMA Royalty's portfolio now holds over 100 assets ranging from revenue-generating commercial therapeutics to pre-clinical programs*

**EMERYVILLE, Calif., October 22, 2024 (GLOBE NEWSWIRE)** – XOMA Royalty Corporation (NASDAQ: XOMA) announced today it has entered into a \$15 million royalty monetization arrangement with Twist Bioscience Corporation to acquire a 50 percent economic interest in all future milestones and royalties associated with the 60-plus partnered early-stage programs across 30 partners enabled by Twist Bioscience's Biopharma Solutions business unit.

"This transaction further solidifies XOMA Royalty's unique position in the biotech royalty space. We believe a growing base of commercial revenues coupled with a large and diverse early pipeline have the potential to deliver superior risk-adjusted returns for our shareholders," stated Brad Sitko, Chief Investment Officer at XOMA Royalty. "This transaction reinforces our commitment to a disciplined capital deployment strategy and showcases our ability to create bespoke royalty capital solutions to meet the unique needs of our partners."

Under the terms of the agreement, XOMA Royalty has acquired 50 percent of the economics related to Twist Bioscience's 60-plus early-stage programs across 30 partners for a \$15 million upfront payment.

### **Advisors**

Gibson, Dunn & Crutcher LLP served as XOMA Royalty's legal advisor.

### **About XOMA Royalty Corporation**

XOMA Royalty is a biotechnology royalty aggregator playing a distinctive role in helping biotech companies achieve their goal of improving human health. XOMA Royalty acquires the potential future economics associated with pre-commercial therapeutic candidates that have been licensed to pharmaceutical or biotechnology companies. When XOMA Royalty acquires the future economics, the seller receives non-dilutive, non-recourse funding they can use to advance their internal drug candidate(s) or for general corporate purposes. The Company has an extensive and growing portfolio of assets (asset defined as the right to receive potential future economics associated with the advancement of an underlying therapeutic candidate). For more information about XOMA Royalty and its portfolio, please visit [www.xoma.com](http://www.xoma.com) or follow the Company on [LinkedIn](#).

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**Forward-Looking Statements/Explanatory Notes** Certain statements contained in this press release 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 the timing and amount of potential milestone and commercial payments to XOMA Royalty and other developments related to the Twist Bioscience assets. In some cases, you can identify such forward-looking statements by terminology such as “anticipate,” “intend,” “believe,” “estimate,” “plan,” “seek,” “project,” “expect,” “may,” “will,” “would,” “could” or “should,” the negative of these terms or similar expressions. These forward-looking statements are not a guarantee of XOMA Royalty’s performance, and you should not place undue reliance on such statements. 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, including those related to the fact that our product candidates subject to out-license agreements are still being developed, and our licensees may require substantial funds to continue development which may not be available; we do not know whether there will be, or will continue to be, a viable market for the products in which we have an ownership or royalty interest; if the therapeutic product candidates to which we have a royalty interest do not receive regulatory approval, and our third-party licensees will not be able to market them. Other potential risks to XOMA Royalty meeting these expectations are described in more detail in XOMA Royalty’s most recent filing on Form 10-K and in other filings with the Securities and Exchange Commission. Consider such risks carefully when considering XOMA Royalty’s prospects. Any forward-looking statement in this press release represents XOMA Royalty’s beliefs and assumptions only as of the date of this press release and should not be relied upon as representing its views as of any subsequent date. XOMA Royalty disclaims any obligation to update any forward-looking statement, except as required by applicable law.

EXPLANATORY NOTE: Any references to “portfolio” in this press release refer strictly to milestone and/or royalty rights associated with a basket of drug products in development. Any references to “assets” in this press release refer strictly to milestone and/or royalty rights associated with individual drug products in development.

As of the date of this press release, the commercial assets in XOMA Royalty’s milestone and royalty portfolio are VABYSMO® (faricimab-svoa), OJEMDA™ (tovorafenib), MIPLYFFA™ (arimoclomol), XACIATO™ (clindamycin phosphate) vaginal gel 2%, IXINITY® [coagulation factor IX (recombinant)], and DSUVIA® (sufentanil sublingual tablet). All other assets in the milestone and royalty portfolio are investigational compounds. Efficacy and safety have not been established. There is no guarantee that any of the investigational compounds will become commercially available.

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**XOMA Royalty Investor Contact**

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