

# FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>PERRY MATTHEW D</b>			2. Issuer Name and Ticker or Trading Symbol <b>XOMA Corp [XOMA]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/20/2020</b>			See Explanation of Responses		
44 MONTGOMERY STREET, 40TH FLOOR			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)								
SAN FRANCISCO, CA 94104								
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.0075 par value per share							11,799		D (1)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$ 21.27	05/20/2020		A		6,152		(2)	05/20/2030	Common Stock	6,152	\$ 0	6,152	D (1)	
Non-Qualified Stock Option (right to buy)	\$ 15.59							(3)	05/16/2029	Common Stock	8,167		8,167	D (1)	
Non-Qualified Stock Option (right to buy)	\$ 25.16							(4)	05/17/2028	Common Stock	5,052		5,052	D (1)	
Non-Qualified Stock Option (right to buy)	\$ 4.67							(5)	03/02/2027	Common Stock	15,222		15,222	D (1)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY MATTHEW D 44 MONTGOMERY STREET 40TH FLOOR SAN FRANCISCO, CA 94104	X			See Explanation of Responses

## Signatures

/s/ Matthew D. Perry		05/27/2020
<small>Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Reporting Person may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock.
- (2) The shares subject to this option shall vest and become exercisable in equal monthly installments over the 12-month period following the date of grant (May 20, 2020), provided that the final installment will occur on the earlier of (i) the date of the next annual meeting of the Company's stockholders or (ii) the first anniversary of the date of grant of such option.
- (3) All of the shares subject to this option vested and became exercisable in twelve equal monthly installments. As of May 16, 2020, these options are fully exercisable.
- (4) These options were acquired pursuant to a grant of stock options under the Amended and Restated XOMA Corporation 2010 Long Term Incentive and Stock Award Plan (the "Plan") and were scheduled to vest and become exercisable on the one-year anniversary of the grant date of May 17, 2018. As of May 17, 2019, these options are fully exercisable.
- (5) These options were acquired pursuant to the Plan, and were exercisable in twelve equal monthly installments, beginning one month from the vesting commencement date, which was February 15, 2017. As of February 15, 2018, these options are fully exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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