

XOMA Corp  
Form 8-K  
November 19, 2018

**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) November 19, 2018**

**XOMA CORPORATION**

**(Exact name of registrant as specified in its charter)**

**000-14710**  
**(Commission**

**File Number)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**52-2154066**  
**(IRS Employer**

**Identification No.)**

**2200 Powell Street, Suite 310, Emeryville, California**  
**(Address of principal executive offices)**

**94608**  
**(Zip Code)**

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

**(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 (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))  
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 8.01. Other Events.**

On November 19, 2018, XOMA Corporation (the Company), issued a press release announcing the commencement of a rights offering to stockholders (the Rights Offering). A copy of the press release is filed as Exhibit 99.8 hereto. In connection with the Rights Offering, the Company is filing items included as Exhibits 99.1 through 99.8 to this Current Report on Form 8-K for the purpose of incorporating such items as exhibits to the Company's Registration Statement on Form S-3 (Registration No. 333-223493), to which the prospectus supplement dated November 19, 2018 relating to the Rights Offering is a part. The Company expects to utilize the net proceeds of the Rights Offering to acquire additional potential royalty and milestone revenue streams, for working capital and other general corporate purposes

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

(d) Exhibits.

The following are filed as exhibits to this Current Report on Form 8-K:

- 99.1 Form of Instructions as to use of Rights Certificates.
- 99.2 Form of Letter to Stockholders who are Record Holders.
- 99.3 Form of Letter to Stockholders who are Beneficial Holders.
- 99.4 Form of Letter to Clients of Stockholders who are Beneficial Holders.
- 99.5 Beneficial Owner Election.
- 99.6 Form of Nominee Holder Certification.
- 99.7 Form of Subscription Rights Certificate.
- 99.8 Press release dated November 19, 2018.

**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: November 19, 2018

/s/ Thomas Burns

Thomas Burns

Senior Vice President, Finance and Chief Financial  
Officer