

PERRY MATTHEW D  
 Form 4  
 May 21, 2018

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PERRY MATTHEW D**

(Last) (First) (Middle)

**ONE SANSOME STREET, 30TH FLOOR**

(Street)

**SAN FRANCISCO, CA 94104**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**XOMA Corp [XOMA]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/17/2018**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

See Explanation of Responses

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
				(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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SEC 1474 (9-02)

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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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 25.16	05/17/2018		A	5,052	<sup>(2)</sup> 05/17/2028	Common Stock	5,052
Non-Qualified Stock Option (right to buy)	\$ 4.67					<sup>(3)</sup> 03/02/2027	Common Stock	15,220

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY MATTHEW D ONE SANSOME STREET 30TH FLOOR SAN FRANCISCO, CA 94104	X			See Explanation of Responses

## Signatures

/s/ Matthew D. Perry 05/21/2018

\*\*Signature of Reporting Person Date

## 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.  
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 are scheduled to vest and become exercisable on the one-year anniversary of the grant date of May 17, 2018, so long as the Reporting Person has provided continuous service from the grant date through the one-year anniversary of the grant date.
  - (2) These options were acquired pursuant to the Plan, and are exercisable in twelve equal monthly installments, beginning one month from the vesting commencement date, which is February 15, 2017. As of February 15, 2018, these options are fully exercisable.
  - (3) These options were acquired pursuant to the Plan, and are exercisable in twelve equal monthly installments, beginning one month from the vesting commencement date, which is 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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