

XOMA Corp
Form 4
October 31, 2012

FORM 4

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

OMB APPROVAL

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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 *
BAKER JULIAN

(Last) (First) (Middle)

667 MADISON AVENUE, 21ST FLOOR

(Street)

NEW YORK, NY US 10065

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2012

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)

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------------|
| | | | Code | V | Amount or Price | | | | |
| Common Stock | 10/29/2012 | | P | | 336,639 (1) | A | \$ 3 1,922,230 | I | See Footnotes (2) (5) (6) |
| Common Stock | 10/29/2012 | | P | | 4,282,419 (1) | A | \$ 3 17,888,512 | I | See Footnotes (3) (5) (6) |
| Common Stock | 10/29/2012 | | P | | 103,608 (1) | A | \$ 3 463,839 | I | See Footnotes (4) (5) (6) |
| Common Stock | | | | | | | 16,800 | I | See Footnote |

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

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(9-02)

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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| BAKER BROS ADVISORS LLC 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| 667, L.P. 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| Baker Brothers Life Sciences LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| 14159, L.P. 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| | X | X | | |

BAKER FELIX
667 MADISON AVENUE, 21ST FLOOR
NEW YORK, NY US 10065

Signatures

| | |
|---|------------|
| /s/ Julian C. Baker | 10/31/2012 |
| __Signature of Reporting Person | Date |
| BAKER BROS. ADVISORS, LLC Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing | 10/31/2012 |
| __Signature of Reporting Person | Date |
| Baker Bros. Advisors, LLC, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to 667, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing | 10/31/2012 |
| __Signature of Reporting Person | Date |
| Baker Bros. Advisors, LLC, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P. (| 10/31/2012 |
| __Signature of Reporting Person | Date |
| Baker Bros. Advisors, LLC, Mgmt. Co. and Inv. Adviser to 14159, L.P., pursuant to authority granted by 14159 Capital, L.P., GP to 14159, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing | 10/31/2012 |
| __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) On October 29, 2012, Baker Brothers Life Sciences, L.P. ("BBLS"), 14159, L.P. ("14159"), and 667, L.P. ("667", and together with BBLS and 14159, the "Funds") purchased 4,282,419, 103,608 and 336,639 shares of Xoma Corporation (the "Issuer"), respectively, pursuant to an underwritten public offering.
- (2) After giving effect to the transaction reported herein, and as a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of common stock reported in column 5 of Table I directly held by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
- (3) After giving effect to the transaction reported herein, and as a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of common stock reported in column 5 of Table I directly held by BBLS, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from BBLS.
- (4) After giving effect to the transaction reported herein, and as a result of their ownership interest in 14159 Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of common stock reported in Column 5 of Table I directly held by 14159, a limited partnership of which the sole general partner is 14159 Capital, L.P., a limited partnership of which the sole general partner is 14159 Capital (GP), LLC, due to 14159 Capital, L.P.'s right to receive an allocation of a portion of the profits from 14159.
- (5) The aggregate beneficial ownership reported on this form is 20,291,381 shares of common stock.
- (6) Baker Bros. Advisors, LLC (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Julian C. Baker and Felix J. Baker are principals of the Adviser. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds

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relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that Julian C. Baker, Felix J. Baker and/or the Adviser are beneficial owners of such securities for purposes of Section 16 or any other purpose.

- (7) Reflects Restricted Stock Units payable in common stock, which are scheduled to vest in substantially equal installments annually over three years beginning on August 14, 2013. The Restricted Stock Units were granted to Kelvin Neu, a Managing Director of the Adviser, as compensation for Mr. Neu's service on the Issuer's Board of Directors. Under the limited partnership agreements of the Funds, Mr. Neu is deemed to hold the Restricted Stock Units solely for the benefit of the Funds and the Funds may be deemed to be beneficial owners of the Restricted Stock Units.

Remarks:

Kelvin Neu, a Managing Director of Baker Bros. Advisors, LLC, is a director of Xoma Corporation ("the Issuer"). By virtue of

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