

XOMA Corp  
Form 4  
April 07, 2015

**FORM 4**

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KURLAND FRED**

(Last) (First) (Middle)

**C/O XOMA CORPORATION, 2910  
SEVENTH STREET**

(Street)

**BERKELEY, CA 94710**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/06/2015**

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) below)

CFO & VP Finance

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)
Common Shares	04/06/2015 <sup>(1)</sup>		M	4,656 A	\$ 0 <sup>(2)</sup> 85,454	D	
Common Shares	04/06/2015 <sup>(1)</sup>		M	21,750 A	\$ 0 <sup>(2)</sup> 107,204	D	
Common Shares	04/06/2015 <sup>(3)</sup>		D	9,759 D	\$ 3.6074 <sup>(4)</sup> 97,445	D	
Common Shares	04/06/2015 <sup>(3)</sup>		D	1,707 D	\$ 3.6074 <sup>(4)</sup> 95,738	D	
	04/06/2015 <sup>(3)</sup>		D	1,707 D	94,031	D	

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Common Shares					\$ 3.6074 (4)			
Common Shares	04/06/2015 <sup>(3)</sup>	D	1,707	D	\$ 3.6074 (4)	92,324	D	
Common Shares	04/06/2015 <sup>(3)</sup>	D	7,414	D	\$ 3.6074 (4)	84,910	D	
Common Shares	04/06/2015 <sup>(3)</sup>	D	7,414	D	\$ 3.6074 (4)	77,496	D	
Common Shares	04/06/2015 <sup>(3)</sup>	D	5,567	D	\$ 3.6074 (4)	71,929	D	
Common Shares	04/06/2015 <sup>(1)</sup>	M	3,532	A	\$ 0 <sup>(2)</sup>	75,461	D	
Common Shares						22,137	I	by 401(k)
Common Shares						5,254	I	by Trust

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(2)</sup>	04/06/2015		M	4,656	<sup>(1)</sup>	08/14/2015	Common Shares	4,656
	\$ 0 <sup>(2)</sup>	04/06/2015		M	21,750	<sup>(1)</sup>	03/18/2016		21,750

Restricted  
Stock  
Units

Common  
Shares

Restricted  
Stock  
Units

\$ 0 <sup>(2)</sup>

04/06/2015

M

3,532

11/13/2012<sup>(1)</sup>

<sup>(5)</sup>

Common  
Shares

3,532

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KURLAND FRED  
C/O XOMA CORPORATION  
2910 SEVENTH STREET  
BERKELEY, CA 94710

CFO & VP Finance

## Signatures

By: Russell J. Wood For: Fred  
Kurland

04/07/2015

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) Pursuant to the award agreement, this award becomes fully vested in connection with Mr. Kurland's retirement on April 3, 2015.
- (2) Each restricted stock unit represents the right to receive, at settlement, one share of common stock. This nondiscretionary transaction represents the settlement of vested restricted stock units in shares of common stock.
- (3) Shares sold on the open market to satisfy the minimum amount of taxes required to be withheld in connection with the vesting of the shares in a non-discretionary transaction pursuant to the reporting person's agreement under the Company's equity incentive plan.  
This transaction was executed in multiple trades ranging at prices from \$3.50 to \$3.66. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions were effected.
- (5) These restricted stock units are scheduled to vest in substantially equal installments annually over three years, with the first installment vesting on November 13, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.