

XOMA Corp
Form 3
July 23, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â 667, L.P.	(Month/Day/Year)	XOMA Corp [XOMA]
(Last) (First) (Middle)	07/19/2012	
667 MADISON AVENUE 21ST FLOOR		4. Relationship of Reporting Person(s) to Issuer
(Street)		5. If Amendment, Date Original Filed(Month/Day/Year)
		(Check all applicable)
		☒ Director ☐ 10% Owner ☐ Officer ☐ Other (give title below) (specify below)
NEW YORK,Â NYÂ US 10065		6. Individual or Joint/Group Filing(Check Applicable Line)
(City) (State) (Zip)		☒ Form filed by One Reporting Person
		☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,585,591 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Common Stock Warrant (right to buy)	Â (2)	Â (3)	Common Stock	792,796 (1) (4)	\$ 1.76	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
667, L.P. 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY 10065	Â X	Â	Â	Â

Signatures

667, L.P.; By: Baker Biotech Capital, L.P., its general partner, By: Baker Biotech Capital (GP), LLC, its general partner, Name: Julian C. Baker Title: Managing Member /s/ Julian C. Baker

07/23/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 securities of Xoma Corporation reported herein are held directly by 667, L.P. ("667"), a limited partnership the sole general partner of which is Baker Biotech Capital, L.P., a limited partnership the sole general partner of which is Baker Biotech Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Biotech Capital (GP), LLC. Baker Bros. Advisors, LLC (the "Adviser") serves as the Investment Adviser to 667. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest. On April 12, 2012, the Adviser, 667 and the general partner of 667 entered into an amended and restated management agreement which gave the Adviser complete and unlimited discretion and authority with respect to 667's investments and voting power over investments. The general partner of 667 relinquished all discretion and authority with respect to 667's investments and voting power over investments. Julian C. Baker and Felix J. Baker each may be deemed to control the Adviser and to indirectly beneficially own the shares beneficially owned by it. Julian C. Baker and Felix J. Baker disclaim beneficial ownership of these securities, except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that Felix J. Baker or Julian C. Baker is the beneficial owner of the above referenced securities for purposes of Section 16 or for any other purpose. The shares reported herein have been previously reported by Felix J. Baker, Julian C. Baker and the Adviser in their own Section 16 reports. In the future, 667 may jointly file Section 16 reports with Julian C. Baker, Felix J. Baker and the Adviser.

(2) Exercisable immediately.

(3) Expiration date is five years from the date of Issuance.

(4) Represents 1,585,591 warrant shares each of which is exercisable for .5 shares of the Issuer's common stock at an exercise price of \$1.76 per share.

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Remarks:

Remarks:

Kelvin Neu, is a Managing Member of Baker Bros. Advisors LLC and is a director of Xoma Co

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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