

XOMA LTD /DE/  
Form 8-K  
February 02, 2010

**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): February 2, 2010**

**XOMA LTD.**

(Exact name of registrant as specified in its charter)

**BERMUDA**

(State or other jurisdiction of incorporation)

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**0-14710**  
(Commission File Number)

**52-2154066**  
(IRS Employer Identification No.)

**2910 Seventh Street, Berkeley, California**  
(Address of principal executive offices)

**94710**  
(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:

- .. 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))

**Item 1.01. Entry Into a Material Definitive Agreement.**

On February 2, 2010, XOMA Ltd. issued the press release attached as Exhibit 99.1 hereto regarding the transactions disclosed therein and incorporated by reference herein.

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

- 10.1 Underwriting Agreement, dated February 2, 2010
- 10.2 Form of Warrant (February 2010)
- 10.3 Warrant Amendment Agreement, dated February 2, 2010 (May 2009 Warrants)
- 10.4 Form of Warrant Amendment Agreement, dated February 2, 2010 (June 2009 Warrants)
- 10.5 Form of Amended and Restated Warrant (May 2009)
- 10.6 Form of Amended and Restated Warrant (June 2009)
- 99.1. Press Release dated February 2, 2010

**SIGNATURE**

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.

Dated: February 2, 2010

XOMA LTD.

By: */s/* CHRISTOPHER J. MARGOLIN  
Name: **Christopher J. Margolin**  
Title: **Vice President, General Counsel and Secretary**

**EXHIBIT INDEX**

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99.1.	Press Release dated February 2, 2010