

# **XOMA CORP**

Filed by  
**NOVARTIS AG**

## **FORM SC 13G** (Statement of Ownership)

Filed 09/05/17

Address	2910 SEVENTH ST BERKELEY, CA, 94710
Telephone	5106441170
CIK	0000791908
Symbol	XOMA
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

**XOMA Corporation**

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(Name of Issuer)

**Common Stock, \$0.0075 par value**

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(Title of Class of Securities)

**98419J206**

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(CUSIP Number)

**August 24, 2017**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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1. Names of Reporting Persons.  
Novartis Pharma AG

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
Switzerland

---

5. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially by  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
539,131

---

7. Sole Dispositive Power  
0

---

8. Shared Dispositive Power  
539,131

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
539,131

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
6.6(1)

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12. Type of Reporting Person (See Instructions)  
CO

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(1) This percentage is calculated based on 7,598,054 shares of the Issuer's Common Stock outstanding as of August 3, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2017, as filed with the Securities and Exchange Commission on August 8, 2017, plus the 539,131 shares acquired by the Reporting Persons on August 24, 2017.

1. Names of Reporting Persons.  
Novartis AG

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
Switzerland

---

5. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially by  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
539,131

---

7. Sole Dispositive Power  
0

---

8. Shared Dispositive Power  
539,131

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
539,131

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11. Percent of Class Represented by Amount in Row (9)  
6.6(1)

---

12. Type of Reporting Person (See Instructions)  
CO

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**Item 1.**

- (a) Name of Issuer:

XOMA Corporation (the "Issuer").

- (b) Address of Issuer's Principal Executive Offices

2910 Seventh Street, Berkeley, California 94710

**Item 2.**

- (a) Name of Person Filing:

This Schedule 13G is filed by Novartis Pharma AG and Novartis AG. Novartis Pharma AG is the record holder of 539,131 shares of common stock of the Issuer. As the parent of Novartis Pharma AG, Novartis AG may be deemed to beneficially own these shares. Novartis Pharma AG and Novartis AG are together referred to herein as the "Reporting Persons." The Reporting Persons have entered into a Joint Filing Agreement, dated 5 September 2017, a copy of which is filed with this Schedule 13G as Exhibit B, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

- (b) Address or Principal Business Office or, if None, Residence:

The address of the principal business office of each of Novartis Pharma AG and Novartis AG is Lichtstrasse 35, 4056 Basel, Switzerland.

- (c) Citizenship

Novartis AG and Novartis Pharma AG are each corporations organized under the laws of Switzerland.

- (d) Title of Class of Securities

Common Stock, \$0.0075 par value

- (e) CUSIP Number

98419J206

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership.**Novartis Pharma AG

- (a) Amount beneficially owned: 539,131

- (b) Percent of class: 6.6%

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: -0-

(ii) Shared power to vote or to direct the vote: 539,131

(iii) Sole power to dispose or to direct the disposition of: -0-

(iv) Shared power to dispose or to direct the disposition of: 539,131

Novartis AG

- (d) Amount beneficially owned: 539,131

- (e) Percent of class: 6.6%

- (f) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: -0-

(ii) Shared power to vote or to direct the vote: 539,131

(iii) Sole power to dispose or to direct the disposition of: -0-

(iv) Shared power to dispose or to direct the disposition of: 539,131

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 5 September 2017

NOVARTIS PHARMA AG

By: /s/ Jean-Baptiste Emery

Name: Jean-Baptiste Emery

Title: Authorized Signatory

By: /s/ Katja Roth Pellanda

Name: Katja Roth Pellanda

Title: Authorized Signatory

NOVARTIS AG

By: /s/ Christian Rehm

Name: Christian Rehm

Title: Authorized Signatory

By: /s/ Felix Eichhorn

Name: Felix Eichhorn

Title: Authorized Signatory



**EXHIBIT INDEX**

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
A	Evidence of Signature Authority
B	Joint Filing Agreement dated 5September 2017

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EXHIBIT A

EVIDENCE OF SIGNATURE AUTHORITY

Excerpt from Commercial Register of Novartis AG:



Commercial register of canton Basel-Stadt

CHE-103.867.266	Novartis AG	Basel	6
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All data

In	Mo	Ca	Personal Data	Function	Signature
5	8	8	Brodley, Dr. Claude-Glendon, Bürger der USA, in Alpharetta (Georgia USA)		joint signature at two
5	8	8	Bouaze, Pierre, französischer Staatsangehöriger, in Basel		joint signature at two
5	15	15	Eberle, Louis, von Einsiedeln und Zürich, in Basel		joint signature at two
5	35	35	Grubb, Dr. Philip, britischer Staatsangehöriger, in Inzlingen (D)		joint signature at two
5	21	21	Gürtler, Hans Beat, von Basel, in Lupsingen		joint signature at two
5	13	13	Hammann, Dr. Heinz, deutscher Staatsangehöriger, in Möhlin		joint signature at two
5	23	23	Haring, Dr. Werner, deutscher Staatsangehöriger, in Lössrach (D)		joint signature at two
5	5	5	Heitz, Peter, von Basel, in Basel		joint signature at two
5	24	24	Henrich, Dr. Martin, von Basel, in Basel		joint signature at two
5	13	13	Imhof, Heinz P., von Freimwil, in Riehen		joint signature at two
5	5	5	Jeannot, Roland, von Travers, in Genève		joint signature at two
5	37	37	Kaufmann, Dr. Max, von Zürich, in Riehen		joint signature at two
5	13	13	Kindler, Dr. Hans, von Bolligen, in Sissach		joint signature at two
5	48	48	L'Eplattenier, Dr. François, von Les Geneveys-sur-Coffrane, in Hofstetten-GD		joint signature at two
5	13	13	Mäder, Christoph, von Zürich, in Bottmingen		joint signature at two
5	52	52	Morris, Olive, britischer Staatsangehöriger, in Riehen		joint signature at two
5	39	39	Mostosi, Heinz, von Basel, in Hofstetten-GD		joint signature at two
5	8	8	Pyott, David E.L., britischer Staatsangehöriger, in Bottmingen		joint signature at two
5	6	6	Reichenstein, Katharina, von Pratteln, in Basel		joint signature at two
5	8	8	Samo, Dr. Wolfgang, von Riehen, in Riehen		joint signature at two
5	13	13	Smolders, Walter, belgischer Staatsangehöriger, in Ettingen		joint signature at two
5	5	5	Syfrig, Bruno, von Horw, in Muttenz		joint signature at two
5	30	30	Tobler, Dr. Peter, von Ettingen und Thal, in Ettingen		joint signature at two
5	8	8	Wagnière, Daniel G., von Rueyes und Fey und Geligny, in Binningen		joint signature at two
5	10	10	von Wartburg, Prof. Dr. Walter P., von Aarburg, in Riehen		joint signature at two
5	25	25	Yorke, Brian Alan, von Altstätten, in Binningen		joint signature at two
6	10	10	Bushli, Anita, von Versam, in Basel		joint signature at two
6	72m	72m	Ghecham, Malcolm B., britischer Staatsangehöriger, in Münchenstein		joint signature at two
6			Eichhorn, Felix, von Basel, in Basel		joint signature at two
6	77	77	Lindenberg, Guido, von Fehren, in Emmetten		joint signature at two
6	8	8	Note, François, französischer Staatsangehöriger, in Basel		joint signature at two
7	8m	8m	Vasella, Dr. Daniel L., von Poschiavo, in Binningen	president of the board of directors + delegate of the board of directors	joint signature at two
8	60	60	Jetzer, Alexandre, von Basel und Lengnau AG, in Zug	member of the board of directors	without signing rights
8	16m	16m	George, William W., Bürger der USA, in Minneapolis (MN USA)	member of the board of directors	without signing rights
8	75	75	Zinkemagel, Prof. Dr. Rolf M., von Riehen, in Zuzikon	member of the board of directors	without signing rights
8	39	39	Göhler, Prof. Dr. Helmut, österreichischer Staatsangehöriger, in Pörschach am Würthersee (A)	vicepresident of the board of directors + delegate of the board of directors	joint signature at two
8	60m	60m	Vasella, Dr. Daniel L., von Poschiavo, in Riehen	president of the board of directors + delegate of the board of directors	joint signature at two



## Commercial register of canton Basel-Stadt

CHE-103.867.266	Novartis AG	Basel	9
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All data

In	Mo	Ca	Personal Data	Function	Signature
59		82	<del>Behner, Andreas, von Kandersteg, in Gehelthausen</del>		<del>joint signature at two</del>
59			Hiscock, Ian James, britischer Staatsangehöriger, in Gempen		joint signature at two
59		63m	Symonds, Jonathan, britischer Staatsangehöriger, in Basel		joint signature at two
60		71	Vasella, Dr. Daniel L., von Poschiavo, in Risob	president of the board of directors	joint signature at two
60			Datar, Prof. Dr. Srikanth, indischer Staatsangehöriger, in Weston (MA, USA)	member of the board of directors	joint signature at two
62		71m	Vanni, Dr. Enrico, von Lausanne, in Monaco (MC)	member of the board of directors	joint signature at two
62			von Planta, Dr. Andreas, von Basel und Susch, in Cologne	member of the board of directors	joint signature at two
62		65	Matti, Monika, von Geanen, in Zürich	secretary (out of the board)	joint signature at two
63		76m	Brokatzky-Geiger, Dr. Jürgen, deutscher Staatsangehöriger, in Lörrach (DE)	member of the management	joint signature at two
63		73	Symonds, Jonathan, britischer Staatsangehöriger, in Basel	member of the management	joint signature at two
63		65	Werlen, Dr. Thomas, von Zürich, in Aesch BL	member of the management	joint signature at two
64		76	Henrich, Dr. Martin, von Basel, in Riehen		joint signature at two
65		66m	Ehrat, Dr. Felix Rudolf, von Lohn-GH, in Zurnikon		joint signature at two
65			Pamer-Wieser, Dr. Charlotte, von Neunkirch, in Herrliberg	secretary (out of the board)	joint signature at two
66		90m	Ehrat, Dr. Felix Rudolf, von Lohn-GH, in Zurnikon	member of the management	joint signature at two
67			Azar, Prof. Dr. Dimitri T, amerikanischer Staatsangehöriger, in Chicago (IL/US)	member of the board of directors	without signing rights
69			Racine, Ricciarda, von Lamboing, in Adliswil		joint signature at two
69			Reilly, Sean Francis, amerikanischer Staatsangehöriger, in Basel		joint signature at two
70		78m	Siddharth, Kaul, amerikanischer Staatsangehöriger, in Reinach BL		joint signature at two
71		72m	Lehner, Dr. Ulrich, deutscher Staatsangehöriger, in Düsseldorf (DE)	president of the board of directors	joint signature at two
71			Vanni, Dr. Enrico, von Lausanne, in Monaco (MC)	vicepresident of the board of directors	joint signature at two
71		88	Briner, Prof. Verena, von Pfungen, in Luzern	member of the board of directors	without signing rights
71			Sawyers, Dr. Charles Lazelle, amerikanischer Staatsangehöriger, in New York (NY/US)	member of the board of directors	without signing rights
71			Winters, William Thomas, britischer Staatsangehöriger, in London (UK)	member of the board of directors	without signing rights
72			Reinhardt, Dr. Hans Jörg, deutscher Staatsangehöriger, in Ehrenkirchen (DE)	president of the board of directors	joint signature at two
72		82	Lehner, Dr. Ulrich, deutscher Staatsangehöriger, in Düsseldorf (DE)	vicepresident of the board of directors	joint signature at two
72		83	Cheetham, Malcolm Barry, von Basel, in Liestal		joint signature at two
73			Kirsch, Harry Werner, deutscher Staatsangehöriger, in Therwil	member of the management	joint signature at two
73			Rehm, Christian Jakob, von Ruschein, in Muttenz		joint signature at two
73			Götz Staehelin, Dr. Claudia, von Basel, in Riehen		joint signature at two
73		86m	Brupbacher, Dr. Oliver Mark, von Wädenswil, in Feusisberg		joint signature at two
74			Schubert Santana, Isabelle Andrea, von Altstätten, in Therwil		joint signature at two
76			Baert, Steven Lodewijk Margareta Anna Katrien, belgischer Staatsangehöriger, in Arlesheim	member of the management	joint signature at two
76			Brokatzky-Geiger, Dr. Jürgen, deutscher Staatsangehöriger, in Lörrach (DE)		joint signature at two



## Commercial register of canton Basel-Stadt

CHE-106.052.527	Novartis Pharma AG	Basel	8
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All data

In	Mo	Ca	Personal Data	Function	Signature
	37		Ehrat, Dr. Felix Rudolf, von Lohn SH, in Zug	member of the board of directors	joint signature at two
	38		Heynen, Bruno, von Bellach, in Solothurn		joint signature at two
	38		Roth Pellanda, Katja Nicole, von Basel, in Basel	secretary (out of the board)	joint signature at two
	38		Bouwmeester, Antonius Johannes Maria, genannt Tewis, niederländischer Staatsangehöriger, in Freiburg (DE)		joint signature at two
	38		Leuenberger, Matthias, von Melchnau, in Binningen		joint signature at two
	38		von Arx, Gregor Johannes, von Zullwil, in Riehen		joint signature at two
	39		Klemm, Christian, deutscher Staatsangehöriger, in Oberwil (BL)		joint signature at two
	40		Emery, Jean-Baptiste, von Estavayer, in Fribourg		joint signature at two
	40		Schubert Santana, Isabelle Andrea, von Altstätten, in Therwil		joint signature at two
	41		Mager, Knut, deutscher Staatsangehöriger, in München (DE)		joint signature at two

Basel, 05.09.2017 16:12

**EXHIBIT B**

**JOINT FILING AGREEMENT**

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

The undersigned hereby further agree that this Joint Filing Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original, but all of which counterparts shall together constitute one and the same instrument.

Date: 5 September 2017

NOVARTIS PHARMA AG

By: /s/ Jean-Baptiste Emery  
Name: Jean-Baptiste Emery  
Title: Authorized Signatory

By: /s/ Katja Roth Pellanda  
Name: Katja Roth Pellanda  
Title: Authorized Signatory

NOVARTIS AG

By: /s/ Christian Rehm  
Name: Christian Rehm  
Title: Authorized Signatory

By: /s/ Felix Eichhorn  
Name: Felix Eichhorn  
Title: Authorized Signatory

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