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XOMA LTD /DE/  
Form 8-K/A  
May 21, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 3  
on  
FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): November 26, 2001

XOMA Ltd.

-----  
(Exact name of registrant as specified in its charter)

BERMUDA

-----  
(State or other jurisdiction of incorporation)

0-14710

52-2154066

-----  
(Commission File Number)

-----  
(IRS Employer Identification No.)

2910 Seventh Street, Berkeley, California

94710

-----  
(Address of principal executive offices)

-----  
(Zip code)

Registrant's telephone number, including area code

(510) 204-7200

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(Former name or former address, if changed since last report)

Item 5. Other Events

As previously announced on November 26, 2001, XOMA Ltd. has agreed with Millennium Pharmaceuticals, Inc. to collaborate to develop two of Millennium's

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biotherapeutic agents for certain vascular inflammation indications.

Under an investment agreement, Millennium committed to purchase, at XOMA's option, up to \$50 million worth of XOMA common shares over the 30 months following the effective date of the investment agreement, through a combination of convertible debt and equity at then prevailing market prices. On May 16, 2003, XOMA and Millennium agreed to delay the maturity of the convertible debt until February 26, 2004 and to adjust the timing of Millennium's obligation to purchase the remaining \$37.5 million worth of XOMA common shares. A copy of the letter agreement is attached hereto as Exhibit 6 and incorporated herein by reference.

On May 20, 2003, XOMA issued the announcement attached hereto as Exhibit 7, which is incorporated herein by reference.

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Item 7. Exhibits

1. Press Release dated November 26, 2001.\*
2. Development and License Agreement dated as of November 26, 2001 by and among Millennium Pharmaceuticals Inc., XOMA (US) LLC and XOMA Ireland Limited (with certain confidential information omitted, which omitted information is the subject of a confidential treatment request and has been filed separately with the Securities and Exchange Commission).\*
3. Investment Agreement dated as of November 26, 2001 by and among XOMA Ltd., Millennium Pharmaceuticals, Inc. and mHoldings Trust (with certain confidential information omitted, which omitted information is the subject of a confidential treatment request and has been filed separately with the Securities and Exchange Commission).\*
4. Registration Rights Agreement dated as of November 26, 2001 by and among XOMA Ltd., Millennium Pharmaceuticals, Inc. and mHoldings Trust (with certain confidential information omitted, which omitted information is the subject of a confidential treatment request and has been filed separately with the Securities and Exchange Commission).\*
5. Convertible Subordinated Promissory Note dated November 26, 2001 (with certain confidential information omitted, which omitted information is the subject of a confidential treatment request and has been filed separately with the Securities and Exchange Commission).\*
6. Letter Agreement dated May 16, 2003 by and among XOMA Ltd., Millennium Pharmaceuticals, Inc. and mHoldings Trust.
7. Press Release dated May 20, 2003.

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\* Previously filed.

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SIGNATURE

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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: May 21, 2003

XOMA LTD.

By: /s/ Christopher J. Margolin  
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Christopher J. Margolin  
Vice President, General  
Counsel and Secretary

EXHIBIT INDEX

- | Number | Description  |
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