SEC Form 4

Instruction 1(b)

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or Section 30(h) of the Investment Company Act of 1940							
1. Name and Address of Reporting Person [*] <u>POSTE GEORGE</u>			2. Issuer Name and Ticker or Trading Symbol <u>EXELIXIS, INC.</u> [EXEL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
POSTE GEO	JKUE			X Director 10% Owner						
(Last) C/O EXELIXI	1	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/29/2022	Officer (give title Other (specify below) below)						
1851 HARBOR BAY PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable						
			—	Line)						
(Street)	~ .			X Form filed by One Reporting Person						
ALAMEDA	СА	94502		Form filed by More than One Reporting Person						
(City)	(State)	(Zip)								
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. Transa Code (8)					Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	11/29/2022		М		40,000	A	\$6.3	233,189 ⁽¹⁾	D	
Common Stock	11/29/2022		S		40,000	D	\$16.68	193,189	D	

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$6.3	11/29/2022		М			40,000	05/26/2016 ⁽²⁾	05/25/2023	Common Stock	40,000	\$ <mark>0</mark>	0	D	

Explanation of Responses:

1. Includes 19,575 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.

2. The option, representing the right to purchase a total of 40,000 shares of Exelixis, Inc. common stock, became fully exercisable on May 26, 2016.

Remarks:

12/01/2022 /s/ Nina Ayer, Attorney in Fact

** Signature of Reporting Person

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Date