FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Last) C/O EXI	Patrick ELIXIS,	J. (Firs	,	Middle)		Issuer Name and Ticker or Trading Symbol EXELIXIS, INC. [ EXEL ]      Date of Earliest Transaction (Month/Day/Year) 02/25/2022										all app	er (give title		10% O Other ( below)	wner	
(Street) ALAME (City)		CA (Stat		4502 Zip)		4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check A Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person												on		
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Date				2. Transacti Date (Month/Day			2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction I Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			and 5) Securitie Beneficia		ties cially I Following	Forr (D)	m: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) o (D)	Price		Transaction(s) (Instr. 3 and 4)				(111501.4)		
Common	Stock				02/25/20	022				S		31,238	D	\$19	.53(1)	198	3,476 <sup>(2)</sup>	D			
Common	Stock															2	23,539 I By spouse				
Common	Stock															10,648 <sup>(3)</sup> I By 401(k)					
	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 Date Security  3. Transaction Date Execution Date If any (Month/Day/Year)  Security  3. Deemed Execution Date If any (Month/Day/Year)		ition Date,	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expira	ation D h/Day/		7. Title and Amount of Securities Underlying Derivative Security (Insi 3 and 4)  Amou or Numb of Title Share:		Der Sec (Ins	rice of ivative curity tr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			

## **Explanation of Responses:**

- 1. Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$19.53 to \$19.57. Reporting Person undertakes to provide Exelixis, Inc., any security holder of Exelixis, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 1 to this Form 4.
- 2. Includes 104,793 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- 3. Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of February 24, 2022.

## Remarks:

/s/ Christopher J. Senner, **Attorney** in Fact

\*\* Signature of Reporting Person

02/28/2022

Date

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.