

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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

EXELIXIS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

04-3257395
(I.R.S. Employer Identification No.)

249 East Grand Ave.
P.O. Box 511
South San Francisco, CA 94083-0511
(650) 837-7000
(Address of principal executive offices)

2000 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plans)

George A. Scangos
Chief Executive Officer
Exelixis, Inc.
249 East Grand Ave.

P.O. Box 511
South San Francisco, CA 94083-0511
(650) 837-7000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

James B. Bucher, Esq.
Vice President, Corporate Legal Affairs and Secretary
Exelixis, Inc.
249 East Grand Ave.
P.O. Box 511
South San Francisco, CA 94083-0511

Suzanne Sawochka Hooper, Esq.
Cooley Godward Kronish LLP
Five Palo Alto Square
3000 El Camino Real
Palo Alto, CA 94306-2155

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock (par value \$.001 per share)	5,000,000 shares	\$4.59	\$22,950,000	\$1,281

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of the registrant's common stock that become issuable under the 2000 Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h). The price per share and aggregate offering price are based upon the average of the high and low prices of registrant's common stock on May 12, 2009, as reported on the NASDAQ Global Select Market. The following chart illustrates the calculation of the registration fee:

<u>Title of Shares to be Registered</u>	<u>Amount to be Registered</u>	<u>Proposed Maximum Offering Price Per Share</u>	<u>Proposed Maximum Aggregate Offering Price</u>
Shares issuable pursuant to the 2000 Employee Stock Purchase Plan	5,000,000	\$ 4.59	\$ 22,950,000
Proposed Maximum Aggregate Offering Price			\$ 22,950,000

Approximate date of commencement of proposed sale to the public: as soon as practicable after this registration statement becomes effective.

EXPLANATORY NOTE

This registration statement on Form S-8 is being filed for the purpose of registering an additional 5,000,000 shares of the registrant's common stock to be issued pursuant to the registrant's 2000 Employee Stock Purchase Plan.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

The contents of the earlier registration statements relating to the 2000 Employee Stock Purchase Plan (File Nos. 333-35862, 333-57026, 333-82722, 333-102770, 333-113472, 333-124536, 333-133237 and 333-147063 previously filed with the SEC on April 28, 2000, March 14, 2001, February 14, 2002, January 28, 2003, March 10, 2004, May 2, 2005, April 12, 2006 and October 31, 2007, respectively) are hereby incorporated by reference in this registration statement, except as otherwise set forth herein.

EXHIBITS

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of Exelixis, Inc. (1)
4.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Exelixis, Inc. (2)
4.3	Amended and Restated Bylaws of Exelixis, Inc. (3)
4.4	Specimen Common Stock Certificate. (4)
4.5	Form of Warrant, dated June 9, 2005, to purchase 750,000 shares of Exelixis, Inc. common stock in favor of Symphony Evolution Holdings LLC. (5)
4.6	Form of Warrant, dated June 13, 2006, to purchase 750,000 shares of Exelixis, Inc. common stock in favor of Symphony Evolution Holdings LLC. (6)
4.7	Warrant Purchase Agreement, dated June 9, 2005, between Exelixis, Inc. and Symphony Evolution Holdings LLC. (5)
4.8	Form Warrant to Purchase Common Stock of Exelixis, Inc. issued or issuable to Deerfield Private Design Fund, L.P., Deerfield Private Design International, L.P., Deerfield Partners, L.P. and Deerfield International Limited. (7)
4.9	Fourth Amended and Restated Registration Rights Agreement, dated February 26, 1999, among Exelixis, Inc. and certain Stockholders of Exelixis, Inc. (4)
4.10	Registration Rights Agreement, dated October 18, 2004, by and among Exelixis, Inc., X-Ceptor Therapeutics, Inc., and certain holders of capital stock of X-Ceptor Therapeutics, Inc. listed in Annex I thereto. (8)
4.11	Registration Rights Agreement, dated October 18, 2004, by and among Exelixis, Inc., X-Ceptor Therapeutics, Inc., and certain holders of capital stock of X-Ceptor Therapeutics, Inc. listed in Annex I thereto. (8)
4.12	Registration Rights Agreement, dated June 9, 2005, between Exelixis, Inc. and Symphony Evolution Holdings LLC. (5)
4.13	Registration Rights Agreement between Exelixis, Inc. and Deerfield Private Design Fund, L.P., Deerfield Private Design International, L.P., Deerfield Partners, L.P. and Deerfield International Limited dated June 4, 2008. (7)

Exhibit Number	Description
5.1	Opinion of Cooley Godward Kronish LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Cooley Godward Kronish LLP is contained in Exhibit 5.1 to this registration statement.
24.1	Power of Attorney is contained on the signature pages to this registration statement.
99.1	2000 Employee Stock Purchase Plan, as amended. (9)

- (1) Filed as an exhibit to Exelixis, Inc.'s Registration Statement on Form S-3 (File No. 333-152166), filed with the Securities and Exchange Commission on April 24, 2009 and incorporated herein by reference.
- (2) Filed as an exhibit to Exelixis, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, filed with the Securities and Exchange Commission on August 5, 2004 and incorporated herein by reference.
- (3) Filed as an exhibit to Exelixis, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 4, 2007 and incorporated herein by reference.
- (4) Filed as an exhibit to Exelixis, Inc.'s Registration Statement on Form S-1 (File No. 333-96335), filed with the Securities and Exchange Commission on February 7, 2000, as amended, and incorporated herein by reference.
- (5) Filed as an exhibit to Exelixis, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, filed with the Securities and Exchange Commission on August 9, 2005 and incorporated herein by reference.
- (6) Filed as an exhibit to Exelixis, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 15, 2006 and incorporated herein by reference.
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- (8) Filed as an exhibit to Exelixis, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 21, 2004 and incorporated herein by reference.
- (9) Filed as an Appendix to Exelixis, Inc.'s Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on April 13, 2009 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on May 15, 2009.

EXELIXIS, INC.

By: /s/ George A. Scangos, Ph.D.
George A. Scangos, Ph.D.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints George A. Scangos, Pamela A. Simonton, James B. Bucher and Frank Karbe, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ George A. Scangos, Ph.D.</u> George A. Scangos, Ph.D.	Director, President and Chief Executive Officer (Principal Executive Officer)	May 15, 2009
<u>/s/ Frank Karbe</u> Frank Karbe	Chief Financial Officer (Principal Financial and Accounting Officer)	May 15, 2009
<u>/s/ Stelios Papadopoulos, Ph.D.</u> Stelios Papadopoulos, Ph.D.	Chairman of the Board	May 15, 2009
<u>/s/ Charles Cohen, Ph.D.</u> Charles Cohen, Ph.D.	Director	May 15, 2009
<u>/s/ Carl B. Feldbaum, Esq.</u> Carl B. Feldbaum, Esq.	Director	May 15, 2009
<u>/s/ Alan M. Garber, M.D., Ph.D.</u> Alan M. Garber, M.D., Ph.D.	Director	May 15, 2009
<u>/s/ Vincent Marchesi, M.D., Ph.D.</u> Vincent Marchesi, M.D., Ph.D.	Director	May 15, 2009
<u>/s/ Frank McCormick, Ph.D.</u> Frank McCormick, Ph.D.	Director	May 15, 2009

/s/ George Poste, D.V.M., Ph.D.

George Poste, D.V.M., Ph.D.

Director

May 15, 2009

/s/ Lance Willsey, M.D.

Lance Willsey, M.D.

Director

May 15, 2009

/s/ Jack L. Wyszomierski

Jack L. Wyszomierski

Director

May 15, 2009

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Opinion of Cooley Godward Kronish LLP

SUZANNE SAWOCHKA HOOPER

(650) 843-5180

hooperss@cooley.com

May 15, 2009

Exelixis, Inc.

249 East Grand Ave.

P.O. Box 511

South San Francisco, CA 94083

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Exelixis, Inc. (the “**Company**”) of a Registration Statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission covering the offering of an aggregate of 5,000,000 shares of the Company’s common stock, \$.001 par value (the “**Shares**”), pursuant to the Company’s 2000 Employee Stock Purchase Plan (the “**Plan**”).

In connection with this opinion, we have examined the Registration Statement and related Prospectus, the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect, the Plan and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related Prospectus, will be validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

Cooley Godward Kronish LLP

/s/ Suzanne Sawochka Hooper

Suzanne Sawochka Hooper

FIVE PALO ALTO SQUARE, 3000 EL CAMINO REAL, PALO ALTO, CA 94306-2155 T: (650) 843-5000 F: (650) 849-7400 WWW.COOLEY.COM

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Exelixis, Inc. 2000 Employee Stock Purchase Plan of our reports dated March 4, 2009, with respect to the consolidated financial statements of Exelixis, Inc. included in its Annual Report (Form 10-K) for the year ended January 2, 2009, and the effectiveness of internal control over financial reporting of Exelixis, Inc. filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Palo Alto, California
May 13, 2009