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(h)

## 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

Name and Address of Reporting Person*  Lamb Peter					2. Issuer Name and Ticker or Trading Symbol EXELIXIS, INC. [ EXEL ]									(Ch	eck all app Direc	ationship of Reportir k all applicable) Director Officer (give title		rson(s) to Is 10% O Other (	wner	
(Last) (First) (Middle) C/O EXELIXIS, INC. 1851 HARBOR BAY PARKWAY						3. Date of Earliest Transaction (Month/Day/Year) 03/04/2022									below	below) below) EVP, Scientific Strategy & CSO				
(Street) ALAME (City)	DA CA	A 9	4502 Zip)		4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									e) X Form Form	idual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
(City)	(30				4:					D:-						1				
1. Title of Security (Instr. 3)				2. Transa Date	saction 2A Ex //Day/Year) if a		CUTITIES ACQI  2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			A) or	5. Amo Securit	unt of ies cially Following	Forn (D) c	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
										v	Amount	(A) or (D) Pri		rice	Transa (Instr. 3	ction(s) 3 and 4)			` ′	
Common	Stock <sup>(1)</sup>			03/04/2	.022 <sup>(2)</sup>				A		59,490	I	4	\$ <mark>0</mark>	402	2,485 <sup>(3)</sup>	D			
Common	Common Stock														17,	17,105 <sup>(4)</sup>			By 401(k)	
		Tal									osed of, o				y Owne	d				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Executior if any (Month/Da			Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Exerci on Da Day/Y		7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
					Code V (A		(A)	(D)			Expiration Date	Title	Amor or Numl of Share	oer						

## **Explanation of Responses:**

- 1. Represents shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units. Each restricted stock unit is the economic equivalent of one share of Exelixis, Inc. common stock.
- 2. The restricted stock units were granted to the Reporting Person on the Transaction Date pursuant to the Exelixis, Inc. 2017 Equity Incentive Plan. The restricted stock units will vest as to 1/4th of the original number of shares subject to the restricted stock unit award on May 15, 2023 and thereafter as to 1/4th of the original number of shares subject to the restricted stock unit award on each May 15th
- 3. Includes 132,731 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- 4. Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of March 4, 2022.

## Remarks:

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

03/08/2022

\*\* 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.