Instruction 1(b).

# 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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Addr Smith Julie	ress of Reportir	ng Person <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>EXELIXIS, INC.</u> [ EXEL ]		ationship of Reporting Pe k all applicable) Director	erson(s) to Issuer 10% Owner				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2024		Officer (give title below)	Other (specify below)				
C/O EXELIXI	S, INC.		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	vidual or Joint/Group Fili	ing (Check Applicable				
1851 HARBO	R BAY PARI	KWAY		Line)						
				X	Form filed by One Re	porting Person				
(Street)	C A	04502			Form filed by More th Person	an One Reporting				
ALAMEDA	CA	EXEL   (Middle)   94502   Rule 1   (Zip)		_						
			— Rule 10b5-1(c) Transaction Indication							
(City) (State) (Zip)			Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.							
		Table I - Non-Der	ivative Securities Acquired, Disposed of, or Ben	eficially	v Owned					

			1	,	-p,	•• =•		•		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of			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	05/21/2024		S		27,280	D	<b>\$21.12</b> <sup>(1)</sup>	5,445	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)			vative rities lired r osed ) r. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Titl Amou Secur Unde Deriv Secur 3 and	unt of rities rlying ative rity (Instr.	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				

#### Explanation of Responses:

1. Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$21.11 to \$21.17. 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.

#### Remarks:

## /s/ Nina Ayer, Attorney in Fact 05/23/2024

\*\* Signature of Reporting Person 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.