

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
0000939767	EXELIXIS PHARMACEUTICALS INC	X	Corporation
Name of Issuer			Limited Partnership
EXELIXIS INC			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
DELAWARE			Business Trust
Year of Incorporation/Organization			Other (Specify)
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer	Street Address 1	Street Address 2	City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
EXELIXIS INC	249 East Grand Ave.		SOUTH SAN FRANCISCO	CA	94083-0511	650-837-7000

3. Related Persons

Last Name	First Name	Middle Name	Street Address 1	Street Address 2	City	State/Province/Country	ZIP/PostalCode
Scangos	George	A.	c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	South San Francisco	CA	94083-0511
Relationship: X Executive Officer X Director Promoter							

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name	Street Address 1	Street Address 2	City	State/Province/Country	ZIP/PostalCode
Morrissey	Michael	M.	c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	South San Francisco	CA	94083-0511
Relationship: X Executive Officer Director Promoter							

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Heller	Frances	K.
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Karbe	Frank	L.
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Schwab	Gisela	M.
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Simonton	Pamela	A.
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lamb	Peter	
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Rivera	Lupe	M.
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Papadopoulos	Stelios	
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Cohen	Charles	
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Feldbaum	Carl	B.
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Garber	Alan	M.
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Marchesi	Vincent	T.
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
McCormick	Frank	

Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511
Relationship: Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Poste	George	
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511
Relationship: Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Willsey	Lance	
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511
Relationship: Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Wyszomierski	Jack	L.
Street Address 1	Street Address 2	
c/o Exelixis, Inc.	249 East Grand Ave., P.O. Box 511	
City	State/Province/Country	ZIP/PostalCode
South San Francisco	CA	94083-0511
Relationship: Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter <input type="checkbox"/>		

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	<input checked="" type="checkbox"/> Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services	Residential	Other
Energy	Other Real Estate	

- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|---|---------------------------------------|
| Rule 504(b)(1) (not (i), (ii) or (iii)) | Rule 505 |
| Rule 504 (b)(1)(i) | X Rule 506 |
| Rule 504 (b)(1)(ii) | Securities Act Section 4(5) |
| Rule 504 (b)(1)(iii) | Investment Company Act Section 3(c) |
| | Section 3(c)(1) Section 3(c)(9) |
| | Section 3(c)(2) Section 3(c)(10) |
| | Section 3(c)(3) Section 3(c)(11) |
| | Section 3(c)(4) Section 3(c)(12) |
| | Section 3(c)(5) Section 3(c)(13) |
| | Section 3(c)(6) Section 3(c)(14) |
| | Section 3(c)(7) |

7. Type of Filing

X New Notice Date of First Sale 2009-06-10 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|---|
| X Equity | Pooled Investment Fund Interests |
| Debt | Tenant-in-Common Securities |
| X Option, Warrant or Other Right to Acquire Another Security | Mineral Property Securities |
| Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | X Other (describe) |
| | Warrant and Common Stock issuable upon exercise of warrant. |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as Yes X No

a merger, acquisition or exchange offer?

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Recipient CRD Number X None
(Associated) Broker or Dealer X None (Associated) Broker or Dealer CRD Number X None

Street Address 1

Street Address 2

City State/Province/Country ZIP/Postal Code
State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$3,025,000 USD or Indefinite
Total Amount Sold \$0 USD
Total Remaining to be Sold \$3,025,000 USD or Indefinite

Clarification of Response (if Necessary):

Represents the exercise price of the warrant to purchase common stock. The issuer will not receive such purchase price unless the warrant holder exercises such warrant in exchange for shares of common stock.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

Input boxes for investor counts, with the number 1 entered in the second box.

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
EXELIXIS INC	/s/ James B. Bucher	James B. Bucher	VP, Corporate and Legal Affairs	2009-07-16

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.