

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

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

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

1. Name and Address of Reporting Person* <u>PAPADOPOULOS STELIOS</u> (Last) (First) (Middle) <u>C/O EXELIXIS, INC.</u> <u>1851 HARBOR BAY PARKWAY</u> (Street) <u>ALAMEDA CA 94502</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EXELIXIS, INC. [EXEL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/11/2021		M		40,000	A	\$6.3	1,228,897 ⁽¹⁾	D	
Common Stock	05/11/2021		S		10,222	D	\$24.95 ⁽²⁾	1,218,675	D	
Common Stock	05/11/2021		M		40,000	A	\$3.13	1,258,675	D	
Common Stock	05/11/2021		S		5,075	D	\$25 ⁽³⁾	1,253,600	D	
Common Stock	05/11/2021		M		40,000	A	\$3.38	1,293,600	D	
Common Stock	05/11/2021		S		5,473	D	\$25.01 ⁽⁴⁾	1,288,127	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	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
Option (right to buy)	\$6.3	05/11/2021		M			40,000	05/26/2016 ⁽⁵⁾	05/25/2023	Common Stock	40,000	\$0	0	D	
Option (right to buy)	\$3.13	05/11/2021		M			40,000	05/28/2015 ⁽⁶⁾	05/27/2022	Common Stock	40,000	\$0	0	D	
Option (right to buy)	\$3.38	05/11/2021		M			40,000	05/29/2014 ⁽⁷⁾	05/28/2021	Common Stock	40,000	\$0	0	D	

Explanation of Responses:

- Includes 15,538 shares of Exelixis, Inc. common stock ("Common Stock") that will be issued to the Reporting Person upon vesting of restricted stock units.
- Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$24.93 to \$24.97. 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 2 to this Form 4.
- Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$24.98 to \$25.01. 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 3 to this Form 4.
- Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$24.99 to \$25.01. 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 4 to this Form 4.
- The option, representing the right to purchase a total of 40,000 shares of Exelixis, Inc. common stock, became fully exercisable on May 26, 2016.
- The option, representing the right to purchase a total of 40,000 shares of Exelixis, Inc. common stock, became fully exercisable on May 28, 2015.
- The option, representing the right to purchase a total of 40,000 shares of Exelixis, Inc. common stock, became fully exercisable on May 29, 2014.

Remarks:

/s/ Jennifer Drimmer Rokovich, 05/13/2021
 Attorney in Fact

** 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.