

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>MARCHESI VINCENT T</b>  (Last) (First) (Middle) <b>C/O EXELIXIS, INC.</b> <b>1851 HARBOR BAY PARKWAY</b>  (Street) <b>ALAMEDA CA 94502</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>EXELIXIS, INC. [ EXEL ]</b>	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) <b>02/22/2019</b>	
	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	02/22/2019		M		11,250	A	\$4.16	145,100 <sup>(1)</sup>	D	
Common Stock	02/22/2019		M		15,000	A	\$5.92	160,100	D	
Common Stock	02/22/2019		M		15,000	A	\$4.57	175,100	D	
Common Stock	02/22/2019		s		41,250	D	\$21.5	133,850	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	Amount or Number of Shares				
Option (right to buy)	\$4.16	02/22/2019		M		11,250		05/14/2009 <sup>(2)</sup>	05/13/2019	Common Stock	11,250	\$0	0	D	
Option (right to buy)	\$5.92	02/22/2019		M		15,000		05/19/2010 <sup>(3)</sup>	05/18/2020	Common Stock	15,000	\$0	0	D	
Option (right to buy)	\$4.57	02/22/2019		M		15,000		05/24/2012 <sup>(4)</sup>	05/23/2019	Common Stock	15,000	\$0	0	D	

**Explanation of Responses:**

- Includes 7,937 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- The option, representing the right to purchase a total of 11,250 shares of Exelixis, Inc. common stock, became fully exercisable on May 14, 2009.
- The option, representing the right to purchase a total of 15,000 shares of Exelixis, Inc. common stock, became fully exercisable on May 19, 2010.
- The option, representing the right to purchase a total of 15,000 shares of Exelixis, Inc. common stock, became fully exercisable on May 24, 2012.

**Remarks:**

/s/ Jennifer Drimmer Rokovich, 02/22/2019  
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.