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]									k all app Direc	,	ng Pe	rson(s) to Is 10% Ov Other (s	wner
(Last) (First) (Middle) C/O EXELIXIS, INC. 1851 HARBOR BAY PARKWAY						3. Date of Earliest Transaction (Month/Day/Year) 02/15/2022										below) below) EVP, Scientific Strategy & CSO			
(Street) ALAME (City))4502 Zip)		4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (C Line) X Form filed by One Reportin Form filed by More than Or Person										orting Pers	on		
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da					Execu	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			4 and Securi Benefi Owned		ties cially I Following	Forn (D) (n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership	
				Code	v			Amount	(A) o	r Pri	ice		ed ction(s) and 4)			(Instr. 4)			
Common Stock 02/15					2022				F		2,526(1)	D	\$1	18.59	59 360,646 ⁽²⁾			D	
Common Stock 02/15/				02/15/2	.022				F		17,651 ⁽³⁾	D	\$1	18.59	.59 342,995			D	
Common Stock															17,105(4)				By 401(k)
	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)	tive Conversion Date Execution Date, or Exercise (Month/Day/Year) if any			4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Expirat (Month	ion Da		7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		Der Sed (Ins		9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y	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		Amount or Number of Shares						

Explanation of Responses:

- 1. Shares withheld by Exelixis, Inc. to satisfy taxes payable in connection with the vesting of performance-based restricted stock units awarded on September 10, 2018, for which the Compensation Committee certified that Exelixis, Inc. had achieved certain performance criteria on February 3, 2021.
- 2. Includes 73,241 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- 3. Shares withheld by Exelixis, Inc. to satisfy taxes payable in connection with the vesting of performance-based restricted stock units awarded on September 20, 2019, for which the Compensation Committee certified that Exelixis, Inc. had achieved certain performance criteria on February 3, 2021.
- 4. Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of February 14, 2022.

Remarks:

/s/ Christopher J. Senner, Attorney in Fact

02/17/2022

** 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.