

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

(Amendment No. 1)

**EXELIXIS, INC.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**COMMON STOCK, \$0.001 PAR VALUE**  
(Title of Class of Securities)

**30161Q104**  
(CUSIP Number of Class of Securities)

**George A. Scangos**  
**Chief Executive Officer**  
**Exelixis, Inc.**

**249 East Grand Ave.**  
**P.O. Box 511**

**South San Francisco, CA 94083-0511**  
**(650) 837-7000**

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Person)

**Copies to:**

James B. Bucher, Esq.  
Vice President, Corporate Legal Affairs and Secretary  
Exelixis, Inc.  
249 East Grand Ave.  
P.O. Box 511  
South San Francisco, CA 94083-0511

Suzanne Sawochka Hooper, Esq.  
Cooley Godward Kronish LLP  
Five Palo Alto Square  
3000 El Camino Real  
Palo Alto, CA 94306-2155

**Calculation of Filing Fee**

**Transaction Valuation\***

\$23,478,623

**Amount of Filing Fee\*\***

\$1,311

\* Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the transaction valuation assumes that all options to purchase the issuer's Common Stock that are eligible for exchange will be exchanged for replacement option grants and cancelled pursuant to this offer. These option grants cover 11,915,663 shares of the issuer's Common Stock and have a value of \$23,478,623, calculated using the Black-Scholes-Merton option-pricing model, as of June 30, 2009.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$55.80 per million of the aggregate amount of the transaction value. The transaction valuation set forth above was calculated for the sole purpose of determining the filing fee, and should not be used for any other purpose.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,311  
Form or Registration Number: 005-59687

Filing Party: Exelixis, Inc.  
Date Filed: July 7, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 1 to Schedule TO (the “**Amendment**”) amends and supplements the Schedule TO filed with the Securities and Exchange Commission on July 7, 2009 (the “**Schedule TO**”), in connection with the offer (the “**Offer**”) by Exelixis, Inc. (“**Exelixis**”) to certain option holders to exchange outstanding options to purchase shares of Exelixis’ common stock for replacement options to purchase a reduced number of shares of Exelixis’ common stock. The Offer is being made upon the terms and subject to the conditions set forth in the Offer to Exchange dated July 7, 2009 (together with any amendments and supplements thereto, the “**Offer to Purchase**”). Except as amended and supplemented hereby, all terms of the Offer and all disclosure set forth in the Schedule TO and the Exhibits thereto, including the Offer to Exchange, remain unchanged. Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Offer to Exchange.

**ITEM 9. PERSONS/ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED.**

(a) Item 9 of the Schedule TO is hereby amended and supplemented by inserting the following language as the first paragraph under *Section 15 – Fees and Expenses* on page 29 of the Offer to Exchange:

“We have retained Mellon to act as the exchange agent for the Offer. In connection with this engagement, Mellon will maintain the option exchange website and process the receipt of elections to accept or reject the Offer, among other things. Mellon will receive reasonable and customary compensation for its services and will be reimbursed for certain out-of-pocket expenses in connection with its services.”

**ITEM 10. FINANCIAL STATEMENTS.**

(a) Item 10 of the Schedule TO is hereby amended and supplemented by replacing in its entirety the table following the first paragraph under the “Financial” subheading in *Section 16 – Information About Us* on page 30 of the Offer to Exchange with the following:

(all amounts in thousands except for per share)

	Fiscal Year		Three Months Ended	
	2008	2007	April 3, 2009	March 28, 2008
<b>Consolidated Statement of Operations Data:</b>				
Total revenues	117,859	113,470	25,302	27,944
Operating expenses:				
Research and development	257,390	225,375	55,345	65,973
General and administrative	36,893	44,940	8,529	8,691
Amortization of intangible assets	—	202	—	—
Collaboration cost sharing	—	—	(1,797)	—
Restructuring charge	2,890	—	—	—
Total operating expenses	297,172	270,517	62,076	74,664
Loss from operations	(179,313)	(157,047)	(36,774)	(46,720)
Total other income (expense)	3,743	46,025	(1,563)	1,550
Consolidated net loss	(175,570)	(111,022)	(38,336)	(45,170)
Loss attributed to noncontrolling interest in Symphony Evolution, Inc.	12,716	24,641	2,156	3,896
Net loss attributable to Exelixis, Inc.	(162,854)	(86,381)	(36,180)	(41,274)
Loss per share from continuing operations, basic and diluted	(1.54)	(0.87)	(0.34)	(0.39)
Net loss per share, basic and diluted	(1.54)	(0.87)	(0.34)	(0.39)
Shares used in computing basic and diluted net loss per share	105,498	99,147	106,383	104,993
<b>Consolidated Balance Sheet Data (at period end):</b>				
Cash and cash equivalents, marketable securities, investments held by Symphony Evolution, Inc. and restricted cash and investments	284,185	299,530	237,733	252,237
Working capital	82,028	150,898	53,756	113,063
Total assets	401,622	412,120	355,105	370,572
Long-term obligations, less current portion	97,339	130,671	94,884	128,694
Accumulated deficit	(954,504)	(791,650)	(990,684)	(832,924)
Total stockholders’ equity (deficit)	(56,261)	85,511	(88,948)	49,394

Item 10 of the Schedule TO is hereby amended and supplemented by inserting the following after the last paragraph under *Section 16 – Information About Us* on page 30 of the Offer to Exchange:

“Exelixis’ earnings were insufficient to cover fixed charges and combined fixed charges and preferred stock dividends in each of the fiscal years ended December 31, 2007 and 2008 and in each of the fiscal quarters ended March 28, 2008 and April 3, 2009. Accordingly, the following table sets forth the deficiency of earnings to cover fixed charges and the deficiency of earnings to cover combined fixed charges and preferred stock dividends for each of the foregoing periods. Because of the deficiency, ratio information is not applicable. Amounts shown are in thousands.

	<u>Fiscal Year Ended</u>		<u>Three Months Ended</u>	
	<u>2008</u>	<u>2007</u>	<u>April 3, 2009</u>	<u>March 28, 2008</u>
Deficiency of earnings available to cover fixed charges	\$(175,570)	\$(111,022)	\$(38,336)	\$(45,170)
Deficiency of earnings available to cover combined fixed charges and preferred stock dividends	\$(175,570)	\$(111,022)	\$(38,366)	\$(45,170)

For purposes of computing the deficiency of earnings to cover fixed charges and combined fixed charges and preferred stock dividends, “earnings” consist of loss from operations before income taxes and fixed charges. “Fixed charges” consist of interest expense and the portion of operating lease expense that represents interest.”

## ITEM 12. EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(C)	Option Exchange Website Screenshots.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 15, 2009

**EXELIXIS, INC.**

By: /s/ James B. Bucher

James B. Bucher

Vice President, Corporate Legal Affairs and Secretary

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INDEX OF EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(C)	Option Exchange Website Screenshots.



## WELCOME TO THE EXELIXIS STOCK OPTION EXCHANGE PROGRAM WEBSITE

Details of the Exelixis Stock Option Exchange Program are set forth in the Offer to Exchange and related documents below. Exelixis strongly encourages you to review all the materials.

- [Offer to Exchange](#)
- [Town Hall Meeting Presentation](#)
- [Frequently Asked Questions](#)

**To login to your Offer to Exchange account,  
please click on the "Continue" button below.**

Continue

**THE OFFER EXPIRES AT 8:00 PM U.S. EASTERN TIME ON AUGUST 4, 2009, UNLESS THE  
OFFER IS EXTENDED**

These documents are in Adobe Portable Document Format (PDF). You will need Adobe Acrobat Reader software to read the files. If you do not have Acrobat, please click on the icon to download the software or contact your local IT support.



**If you have questions, please contact BNY Mellon Shareowner Services Customer Service Center, available Monday through Friday between the hours of 9:00 AM to 8:00 PM U.S. Eastern Time at the numbers below:**

**From within the United States 1-866-222-8410  
From outside the United States 201-680-6579  
or Email Questions to: [optionexchange@exelixis.com](mailto:optionexchange@exelixis.com)**



[Offer to Exchange](#)

[Town Hall Meeting Presentation](#)

[Frequently Asked Questions](#)

**Enter your 9-digit Personal Identification Number ("PIN") that you received via e-mail on July 7, 2009. Please do not enter spaces.**

If you do not have your PIN, please contact BNY Mellon Shareowner Services Customer Service Center at the numbers and during the times identified below, or Email [optionexchange@exelixis.com](mailto:optionexchange@exelixis.com).

Continue

**If you have questions, please contact BNY Mellon Shareowner Services Customer Service Center, available Monday through Friday between the hours of 9:00 AM to 8:00 PM U.S. Eastern Time at the numbers below:**

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[Offer to Exchange](#)[Town Hall Meeting Presentation](#)[Frequently Asked Questions](#)

Employee Name: FIRST LAST

Date: [ DATE ]

**THE OFFER EXPIRES AT 8:00 P.M., U.S. EASTERN TIME ON AUGUST 4, 2009, UNLESS THE OFFER IS EXTENDED**

Before submitting this Election Form, please make sure you have received, read and understand all of the Offer documents for the offer to Exchange Outstanding Options to Purchase Common Stock referred to as the "Offer" or "Offer to Exchange", including (1) the Offer to Exchange Outstanding Options to purchase Common Stock, the Summary Term Sheet, the related cover letter, the Glossary and the Questions and Answers; (2) the e-mail from the Exelixis Option Exchange Administrator, dated July 7, 2009; (3) the Frequently Asked Questions; (4) the instructions Forming Part of the Terms and Conditions of the Offer (the "Instructions"); (5) this Election Form; and (6) the Agreement to Terms of Election before completing and submitting your election decision. The Offer is subject to the terms of these documents as they may be amended. The Offer provides eligible employees who hold eligible stock options the opportunity to exchange those options for replacement options as set forth in Section 1 of the Offer to Exchange. This Offer expires at 8:00 p.m., U.S. Eastern Time on August 4, 2009, unless the Offer is extended.

**PLEASE FOLLOW THE INSTRUCTIONS SET FORTH BELOW**

If you wish to participate in the Offer, please check the "Exchange" box in the "Make ONE Election for Each Eligible Option Grant" column. Please note that if the "Do Not Exchange" box is checked under the "Make ONE Election for Each Eligible Option Grant" column, the Eligible Option will not be exchanged and your Eligible Option will remain outstanding subject to its original terms. Please note that if you chose to participate in the Offer, you must exchange the entire unexercised portion of the Eligible Option you wish to exchange.

Eligible Option Grant Number	Grant Date	Shares Subject to Eligible Options		Exercise Price Per Share	Exchange Ratio	Total Number of Shares Subject to Replacement Options to be Granted		Make ONE Election for Each Eligible Option Grant	Decision Matrix
		Vested Shares	Unvested Shares			One-Year Vesting Schedule*	Three-Year Vesting Schedule**		
999999 / A99999	1/3/2008	75	125	\$0.7400	1.25 to 1	60	100	<input type="radio"/> Exchange <input type="radio"/> Do Not Exchange	Model
999998	7/2/2007	824	826	\$12.1000	4 to 1	206	207	<input type="radio"/> Exchange <input type="radio"/> Do Not Exchange	Model
999997	11/2/2000	33,600	0	\$22.0630	90 to 1	373	0	<input type="radio"/> Exchange <input type="radio"/> Do Not Exchange	Model

\* Replacement Options granted in exchange for vested shares subject to Eligible Options shall be 100% vested on the one-year anniversary following the date the Replacement Options are granted. Please see Section 9 of the Offer to Exchange Outstanding Options to Purchase Common Stock for additional information.

\*\* Replacement Options granted in exchange for unvested shares subject to Eligible Options shall be 33% vested on the one-year anniversary following the date the Replacement Options are granted, and the balance of the shares shall vest in a series of twenty-four successive equal monthly installments. Please see Section 9 of the Offer to Exchange Outstanding Options to Purchase Common Stock for additional information.

You must submit this Election Form by in accordance with the instructions set forth below. Before submitting your Election Form, you must review the [Agreement to Terms of Election](#) and acknowledge your acceptance of the terms by checking the box below.

I have read and agree to the Agreement to Terms of Election 

**AGREEMENT TO TERMS OF ELECTION**

**BY PARTICIPATING, YOU AGREE TO ALL TERMS OF THE OFFER AS SET FORTH IN THE OFFER DOCUMENTS**

If you would like to participate in this Offer, please indicate your election by checking the applicable boxes on the Election Form and submitting it through the Offer website in accordance with the Instructions before 8:00 p.m., U.S. Eastern Time on August 4, 2009, unless the Offer is extended.

You may change or withdraw your election by submitting a Change of Election prior to the expiration date which will be 8:00 p.m., U.S. Eastern Time on August 4, 2009, unless we

In making this election, you agree that Exelixis may use, collect and transfer your personal data for the purpose of implementing, administering and managing your participation in the Offer. Such personal data may be transferred to Exelixis and to any third parties assisting Exelixis with the Offer.

Please note that you may change your election by submitting a Change of Election prior to the expiration date, which will be 8:00 p.m., U.S. Eastern Time on August 4, 2009, unless we extend the Offer. Upon receipt of such Change of Election, any previously submitted Election Form or Change of Election will be disregarded and will be considered replaced in full by the new Change of Election. The last valid Election Form or Change of Election submitted prior to the expiration of the Offer shall control.

Submit

**INSTRUCTIONS FORMING PART OF THE  
TERMS AND CONDITIONS OF THE OFFER**

1. **Submission of Election Form.** If you intend to exchange your Eligible Options pursuant to the Offer, you must access your account at the Offer website at <https://www.corp-action.net/exelbids/> and properly complete and submit the Election Form. A properly completed and duly submitted Election Form must be received by Exelbids by 8:00 p.m., U.S. Eastern Time on August 4, 2009, unless the Offer is extended. We will not accept delivery of any Election Form after expiration of the Offer. If we do not receive a properly submitted Election Form through the Offer website from you before the expiration of the Offer, we will not accept your Eligible Options for exchange and such Eligible Options will not be exchanged pursuant to this Offer.
  - o If you are not able to submit your election electronically via the Offer website as a result of technical failures, such as the website being unavailable or the website not accepting your election, or if you do not otherwise have access to the Offer website for any reason (including lack of internet services), please contact the BNY Mellon Shareowner Services Customer Service Center at 1-866-222-8410 from within the United States or 201-680-6579 if dialing from outside the United States. Exelbids will make computer and internet access available at office locations to those employees without internet access. Submission of the Election Form by means other than the Offer website will NOT be accepted.
  - o Exelbids intends to confirm the receipt of your Election Form by e-mail within two U.S. business days. If you do not receive this e-mail within two business days after submitting your Election Form, please contact the BNY Mellon Shareowner Services Customer Service Center at 1-866-222-8410 from within the United States or 201-680-6579 if dialing from outside the United States or the Exelbids Option Exchange Administrator at 650-837-7311 or [optionexchange@exelbids.com](mailto:optionexchange@exelbids.com).
  - o Participation in the Offer is completely voluntary and if you elect not to exchange some or all of your Eligible Options pursuant to the Offer, then you will retain the Eligible Options under their original terms.
2. **Signatures on This Election Form.** You must electronically sign the Election Form when you submit your election through the Offer website. Your acceptances and/or acknowledgments made shall be considered an electronic signature for all legal purposes and shall be enforceable pursuant to applicable law. You should print a copy of this Election Form, after you have completed and electronically signed it, and retain it for your records.
3. **Change or Withdrawal of Election.** You may change your mind after you have submitted an Election Form and submit a Change of Election at any time before the expiration date, which is expected to be 8:00 p.m., U.S. Eastern Time on August 4, 2009, unless the Offer is extended. If we extend the expiration date, you may submit a Change of Election with respect to some or all of your Eligible Options at any time until the extended Offer expires. You may change your mind as many times as you wish, but you will be bound by the last properly submitted Change of Election we receive before 8:00 p.m., U.S. Eastern Time on August 4, 2009, unless we extend the Offer. To validly change your election, you must access the Offer website at <https://www.corp-action.net/exelbids/> and submit a Change of Election prior to the expiration of the Offer. Upon receipt of such Change of Election, any previously submitted Election Form or Change of Election will be disregarded and will be considered replaced in full by the new Change of Election. You should print or make a copy of your Change of Election and confirmation statement and keep those documents with your other records for the Offer.
4. **Requests for Assistance.** For general questions concerning this Offer, please call the BNY Mellon Shareowner Services Customer Service Center at 1-866-222-8410 from within the United States or 201-680-6579 if dialing from outside the United States or the Exelbids Option Exchange Administrator at 650-837-7311 or [optionexchange@exelbids.com](mailto:optionexchange@exelbids.com).
5. **Reservation of Rights.** Exelbids reserves the right, at our discretion, at any time, to extend the period of time during which the Offer is open and delay the acceptance for exchange of any options. If we elect to extend the period of time during which this Offer is open, we will give you written notice of the extension and delay, as described below. If we extend the expiration date, we will also extend your right to make or withdraw elections with respect to Eligible Options until such extended expiration date. In the case of an extension, we will issue a press release, e-mail or other form of communication no later than the previously scheduled expiration date. We also reserve the right, in our reasonable judgment, before the expiration date to terminate or amend the Offer by giving written notice of the termination or postponement to you or by making a public announcement of the termination or amendment.
6. **Important Tax Information.** You should refer to Section 13 of the Offer to Exchange, which contains material U.S. federal income tax information concerning the Offer. *We strongly recommend that you consult your financial, legal and/or tax advisors with respect to the federal, state and local tax consequences of participating or not participating in the Offer.*
7. **Data Privacy.** To administer the Exchange Offer, Exelbids must collect, use and transfer certain information regarding you and your eligible stock option grants, including, but not limited to, your name, home address and telephone number, date of birth, social insurance number or other identification number and details of all stock options ("Data"). Further, Exelbids may have to pass that information on to third parties who are assisting with the Exchange Offer. By submitting this Election Form and surrendering your Eligible Options for exchange, you explicitly and unambiguously consent to the collection, use and transfer, in electronic or other form, of your Data by Exelbids and its affiliates for the exclusive purpose of implementing, administering and managing your participation in the Exchange Offer as described above. You further understand that the Data may be transferred to third parties as may be selected by Exelbids that are assisting Exelbids with the implementation, administration and management of the Exchange Offer.

**IMPORTANT: IN ORDER FOR YOU TO PARTICIPATE, A VALID, COMPLETED  
AND SIGNED ELECTION FORM MUST BE RECEIVED BY EXELBIDS BY 8:00 P.M., U.S. EASTERN  
TIME ON AUGUST 4, 2009, UNLESS WE EXTEND THE OFFER.**

If you have questions, please contact BNY Mellon Shareowner Services Customer Service Center, available Monday through Friday between the hours of 9:00 AM to 8:00 PM U.S. Eastern Time at the numbers below:

From within the United States 1-866-222-8410  
From outside the United States 201-680-6579  
or Email Questions to: [optionexchange@exelbids.com](mailto:optionexchange@exelbids.com)

## AGREEMENT TO TERMS OF ELECTION

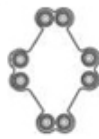
### BY PARTICIPATING, YOU AGREE TO ALL TERMS OF THE OFFER AS SET FORTH IN THE OFFER DOCUMENTS

If you would like to participate in this Offer, please indicate your election by checking the applicable boxes on the Election Form and submitting it through the Offer website in accordance with the instructions before 8:00 p.m., U.S. Eastern Time on August 4, 2009, unless the Offer is extended.

You may change or withdraw your election by submitting a Change of Election prior to the expiration date which will be 8:00 p.m., U.S. Eastern Time on August 4, 2009, unless we extend the Offer.

By electing to exchange my Eligible Options, I understand and agree to all of the following:

1. I hereby agree to exchange my Eligible Options for replacement options as indicated on the Election Form in accordance with the terms of the Offer as set forth in the Offer to Exchange Outstanding Options to Purchase Common Stock, dated July 7, 2009, of which I hereby acknowledge receipt. Each Eligible Option indicated on the Election Form will be cancelled on August 4, 2009 or, if the Offer is extended, on the extended expiration date. A replacement option will be granted to me on August 5, 2009 in accordance with the terms of the Offer or, if the Offer is extended, on the first business day following the expiration of the Offer.
2. The Offer is currently set to expire at 8:00 p.m., U.S. Eastern Time on August 4, 2009, unless Exelixis, in its sole and absolute discretion, extends the period of time during which the Offer will remain open.
3. If I cease to be employed by Exelixis or its subsidiaries before Exelixis grants me replacement options in exchange for my Eligible Options, I will not receive any new options. Instead, I will keep my current Eligible Options and they will expire in accordance with their terms.
4. Until August 4, 2009, I will have the right to change or withdraw the elections that I have made with respect to some or all of my Eligible Options that I elected to exchange. However, after that date I will have no ability to change or withdraw my election. The last properly submitted Election Form or Change of Election, submitted through the Offer website prior to the expiration of the Offer, shall be binding.
5. The tender of some or all of my Eligible Options will constitute my acceptance of all of the terms and conditions of the Offer (and, to the extent I have not previously accepted online any Eligible Option, my acceptance of all the terms and conditions of the Eligible Option). Acceptance by Exelixis of my Eligible Options pursuant to the Offer will constitute a binding agreement between Exelixis and me upon the terms and subject to the conditions of the Offer.
6. I am the registered holder of the Eligible Options tendered hereby, and my name and other information appearing on the Election Form are true and correct.
7. I am not required to tender some or all of my Eligible Options pursuant to the Offer.
8. Exelixis and/or any independent firms hired with respect to the Offer cannot give me legal, tax or investment advice with respect to the Offer and I have been advised to consult with my own legal, tax and investment advisors as to the consequences of participating or not participating in the Offer.
9. Under certain circumstances set forth in the Offer to Exchange, Exelixis may terminate or amend the Offer and postpone its acceptance of the Eligible Options I have elected to exchange. Should the Eligible Options tendered herewith not be accepted for exchange, such Eligible Options will continue to be governed by their original terms and conditions.
10. I understand that neither Exelixis nor the Special Option Committee of the Board of Directors of Exelixis is making any recommendation as to whether I should exchange or refrain from exchanging my Eligible Options, and that I must make my own decision whether to exchange my Eligible Options, taking into account my own personal circumstances and preferences. I understand that the replacement options may decline in value when I decide to exercise such options. I further understand that past and current market prices of Exelixis common stock may provide little or no basis for predicting what the market price of Exelixis common stock will be when Exelixis grants me replacement options in exchange for my tendered Eligible Options or at any other time in the future.
11. I acknowledge and agree that neither the ability to participate in the Offer nor actual participation in the Offer shall be construed as a right to continued employment with Exelixis.

[Offer to Exchange](#)[Town Hall Meeting Presentation](#)[Frequently Asked Questions](#)**Employee Name:** FIRST LAST**Date:** [ DATE ]**Confirmation#** 111111111070109143235

Below is a list of your Eligible Options that may be surrendered for exchange. Your current election(s) is/are reflected below.

Eligible Option Grant Number	Grant Date	Shares Subject to Eligible Options		Exercise Price Per Share	Exchange Ratio	Total Number of Shares Subject to Replacement Options to be Granted		Summary of Election Made on 7/1/2009 2:32:35 PM EDT
		Vested Shares	Unvested Shares			One-Year Vesting Schedule*	Three-Year Vesting Schedule**	
999999 / A99999	1/3/2008	75	125	\$8.7400	1.25 to 1	60	100	Exchange
999998	7/2/2007	824	826	\$12.1000	4 to 1	206	207	Exchange
999997	11/2/2000	33,600	0	\$22.0630	90 to 1	373	0	Exchange

\* Replacement Options granted in exchange for vested shares subject to Eligible Options shall be 100% vested on the one-year anniversary following the date the Replacement Options are granted. Please see Section 9 of the Offer to Exchange Outstanding Options to Purchase Common Stock for additional information.

\*\* Replacement Options granted in exchange for unvested shares subject to Eligible Options shall be 33% vested on the one-year anniversary following the date the Replacement Options are granted, and the balance of the shares shall vest in a series of twenty-four successive equal monthly installments. Please see Section 9 of the Offer to Exchange Outstanding Options to Purchase Common Stock for additional information.

If your Eligible Options are exchanged, information regarding your replacement stock option grants will be available as soon as reasonably practicable following the expiration of the Offer to Exchange.

Please be advised that you cannot update your election(s) after the Offer to Exchange expires at 8:00 PM U.S. Eastern Time on August 4, 2009, or such later date as may apply if the Offer to Exchange is extended. However, you may log on to your Offer to Exchange Account at any time prior to the expiration of the Offer to Exchange to change or withdraw your election(s). You will be bound by the last properly submitted Election Form or Change of Election we receive prior to the expiration of the Offer to Exchange.

**Thank you for participating in the Exelixis Stock Option Exchange Program. Do not forget to print out a copy of your Election Confirmation.**

[Log Out](#)

**If you have questions, please contact BNY Mellon Shareowner Services Customer Service Center, available Monday through Friday between the hours of 9:00 AM to 8:00 PM U.S. Eastern Time at the numbers below:**

**From within the United States 1-866-222-8410  
From outside the United States 201-680-6579  
or Email Questions to: [optionexchange@exelixis.com](mailto:optionexchange@exelixis.com)**

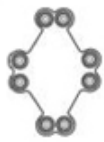


**You have logged out of the Exelixis Stock Option Exchange Program website.**

**Please be advised that you cannot update your election(s) after the Offer to Exchange expires at 8:00 PM U.S. Eastern Time on August 4, 2009. However, you may return to this website at any time before the expiration date/time to change or withdraw your election(s).**

**If you have questions, please contact BNY Mellon Shareowner Services Customer Service Center, available Monday through Friday between the hours of 9:00 AM to 8:00 PM U.S. Eastern Time at the numbers below:**

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Offer to Exchange

Town Hall Meeting Presentation

Frequently Asked Questions

Employee Name: FIRST LAST

Date: [ DATE ]

Welcome back, the election reflected below was submitted on [ DATE/TIME ]. If you would like to change your prior election, you may do so by clicking on the 'Exchange' or 'Do not Exchange' button for each Eligible Option you intend to update, and then clicking Submit. If you would like to keep your elections below click on the "Log Out" button above. Your Change of Election must be submitted before 8:00 PM U.S. Eastern Time on August 4, 2009, or such later date if the Offer is extended. Any Change of Election received after that time will not be accepted. Upon submission of a new Change of Election, any previously submitted Election Form or Change of Election will be disregarded and will be considered replaced in full by the last submitted Change of Election.

Eligible Option Grant Number	Grant Date	Shares Subject to Eligible Options		Exercise Price Per Share	Exchange Ratio	Total Number of Shares Subject to Replacement Options to be Granted		Make ONE Election for Each Eligible Option Grant	Decision Matrix
		Vested Shares	Unvested Shares			One-Year Vesting Schedule*	Three-Year Vesting Schedule**		
999999 / A99999	1/3/2008	75	125	\$8.7400	1.25 to 1	60	100	<input checked="" type="radio"/> Exchange <input type="radio"/> Do Not Exchange	<a href="#">Model</a>
999998	7/2/2007	824	826	\$12.1000	4 to 1	206	207	<input checked="" type="radio"/> Exchange <input type="radio"/> Do Not Exchange	<a href="#">Model</a>
999997	11/2/2000	33,600	0	\$22.0630	90 to 1	373	0	<input checked="" type="radio"/> Exchange <input type="radio"/> Do Not Exchange	<a href="#">Model</a>

\* Replacement Options granted in exchange for vested shares subject to Eligible Options shall be 100% vested on the one-year anniversary following the date the Replacement Options are granted. Please see Section 9 of the Offer to Exchange Outstanding Options to Purchase Common Stock for additional information.

\*\* Replacement Options granted in exchange for unvested shares subject to Eligible Options shall be 33% vested on the one-year anniversary following the date the Replacement Options are granted, and the balance of the shares shall vest in a series of twenty-four successive equal monthly installments. Please see Section 9 of the Offer to Exchange Outstanding Options to Purchase Common Stock for additional information.

Submit

If you have questions, please contact BNY Mellon Shareowner Services Customer Service Center, available Monday through Friday between the hours of 9:00 AM to 8:00 PM U.S. Eastern Time at the numbers below:

From within the United States 1-866-222-8410  
From outside the United States 201-680-6579  
or Email Questions to: [optionexchange@exelixis.com](mailto:optionexchange@exelixis.com)

July 15, 2009

Peggy Kim, Esq., Special Counsel  
U.S. Securities and Exchange Commission  
Office of Mergers & Acquisitions  
100 F Street, N.E.  
Washington, D.C. 20549

**RE: Exelixis, Inc.**  
**Schedule TO-I**  
**Filed July 7, 2009**  
**File No. 005-59687**

Dear Ms. Kim:

On behalf of our client, Exelixis, Inc. (the "**Company**"), we are transmitting for filing Amendment No. 1 (the "**Schedule TO Amendment**") to the Company's Tender Offer Statement on Schedule TO filed on July 7, 2009 (the "**Initial Schedule TO**") in response to comments received from the staff (the "**Staff**") of the U.S. Securities and Exchange Commission (the "**Commission**") by letter dated July 10, 2009 with respect to the Initial Schedule TO.

We have set forth below our responses to the Staff's comments. The text of the Staff's comments has been included in this letter for your convenience. Capitalized terms used in the responses that are not defined in this letter have the meanings given to them in the Initial Schedule TO.

Offer to Exchange

1. *Please advise us as to how the Offer to Exchange was disseminated. If you disseminated the Offer to Exchange by email only, please explain why you believe this satisfies your dissemination obligations under Rule 13e-4(e), taking into account the identities of the eligible holders and the manner in which they typically receive company communications.*

The Company believes that it has fully complied with the dissemination requirements of Rule 13e-4(e). As described in the offer documents, the Company is offering to its eligible employees the opportunity to exchange certain outstanding options to purchase the Company's Common Stock for Replacement Options that would be granted pursuant to the Company's 2000 Equity Incentive Plan (the "**2000 Plan**"). All shares of the Company's Common Stock subject to the 2000 Plan have been registered under Registration Statements on Form S-8 filed with the Commission. As such, the consideration in the Offer consists of securities previously

registered under the Securities Act of 1933, as amended, and accordingly the requirements of Rule 13e-4(e)(2) apply. Rule 13e-4(e)(2) requires that a prospectus, including a letter of transmittal, be delivered to security holders. On July 7, 2009, the date of commencement of the Offer, the Company sent an email (the "**Announcement Email**") to all eligible employees announcing the commencement of the Offer. The email, which was filed with the Initial Schedule TO as Exhibit (a)(1)(G), provided a link to a Stock Option Exchange Program Web Site (the "**Offer Web Site**"), a personal PIN code and directions to log onto the Offer Web Site, where a copy of the Offer to Exchange and other offer documents are available on the first page. Screen shots of the Offer Web Site were filed with the Initial Schedule TO as Exhibit (a)(1)(C).

We respectfully submit that the delivery of the offer documents in this manner complies with the electronic delivery requirements outlined by the Commission in its Release No. 33-7233. In this release, the Commission stated that it "would view information distributed through electronic means as satisfying the delivery or transmission requirements of the federal securities laws if such distribution results in the delivery to the intended recipients of substantially equivalent information as these recipients would have had if the information were delivered to them in paper form." The Commission identified two principal requirements for appropriate electronic delivery: notice and access.

- Notice. Release No. 33-7233 states that notice would be proper if "the electronic communication provides timely and adequate notice to investors that information for them is available." On the date of commencement of the Offer, the Company sent the Announcement Email to all eligible employees. In addition, on the date of commencement of the Offer and prior to the distribution of the Announcement Email, the Company's Chief Executive Officer sent a separate email, which was filed with the Initial Schedule TO as Exhibit (a)(1)(F), to all eligible employees apprising them of the Announcement Email that would be distributed later in the day. All participants in the Offer must be current employees of the Company. Email is an important means of communication at the Company and the Company provides all of its employees with individual or shared computers, individual email accounts and internet access upon commencement of employment. Employees regularly check and read their Company emails in the ordinary course of performing their duties, and email is a primary means for the Company and its management to communicate with employees. Accordingly, dissemination of the announcement of the Offer and the availability of information about the Offer by email provided notice to eligible employees that is at least as timely (if not more timely) and adequate as paper delivery of the offer documents.
- Access. Release No. 33-7233 states that electronic access to documents should be comparable to that of paper documents and that security holders "should have the opportunity to retain the information or have ongoing access equivalent to personal retention." As described above, the Company provided all eligible employees with access to the Offer Web Site in the Announcement Email. By following the link in the Announcement Email to the Offer Web Site, the eligible employees can access and review the Offer to Exchange and other offer documents. The offer documents are also available on the home page of the Offer Web Site and may be accessed by the eligible employees without having to



log into the Offer Web Site. These offer documents will be available on the Offer Web Site through the expiration of the Offer, and Mellon has committed in its engagement agreement with the Company to use commercially reasonable efforts to achieve 99% uptime availability of the Offer Web Site through the expiration of the Offer. In addition, the eligible employees may print these documents for personal retention if they prefer to review paper copies. Finally, while the Company believes that all eligible employees have access to the Announcement Email and the Offer Web Site through their Company email accounts and internet access on computers provided by the Company, in case a particular employee does not have such access, then, as stated in the Announcement Email, the Company will make computer and internet access available to those employees.

Finally, there is reasonable assurance that the Company has satisfied the delivery requirements through electronic means. Release No. 33-7233 states that issuers should provide "reasonable assurance" that the delivery requirement has been satisfied. As described above, the Company provides all of its employees with individual email accounts upon commencement of employment. Employees use Company email routinely to receive important communications in the course of performing their duties and are ordinarily expected to access their emails routinely. In particular, many important communications from the Company and its management are sent to employees exclusively by email. The Company maintains an up-to-date database of email accounts for each of its current employees and this database was used to generate the distribution list of eligible employees for the Announcement Email. The employee email addresses in this database are often just as up-to-date (if not more so) as the employee address records that the Company maintains for the paper delivery of documents through the postal mail, among other things. If the Announcement Email could not be delivered to a particular email address, then the Option Exchange Administrator would have immediately received an automatic "bounce back" message generated by its email system stating that the email was undeliverable to that email address. This process is analogous to postal mail being returned to the sender as "undeliverable," though the electronic email "bounce back" system informs the sender much more quickly. The Option Exchange Administrator did not receive any such "bounce back" message after the Announcement Email had been distributed to eligible employees. Finally, the Company has the capability to monitor and confirm the delivery of emails to particular employees of the Company through its IT systems. If the Company was uncertain about whether the Announcement Email had been delivered to a particular employee, then it could access its internal IT systems to verify whether the email had actually been delivered. For all of these reasons, the method used by the Company to distribute the Announcement Email provided at least as much assurance as paper delivery of documents through the postal mail.

For these reasons, the Company believes that it has fully complied with the dissemination requirements of Release No. 33-7233 and Rule 13e-4(e).

- We note that eligible holders must make their election through the website maintained by Mellon and that you will make computer and internet access available at office locations to those employees without internet access. Please advise us as to why you believe restricting the means of tendering to this process is appropriate. We may have additional comment.*

In response to the Staff's comment, we respectfully submit that the means for eligible employees to exchange stock options through the Offer Web Site is appropriate for the Offer. As described above, all employees of the Company have regular access to the internet in the course of their employment. The primary method for employees of the Company to manage and take action with respect to their stock options and other equity awards generally is through a web site maintained by E\*TRADE. In addition, the primary method for employees to receive and review documents relating to their stock options is to view, download or print such documents through their individual E\*TRADE accounts. Accordingly, employees of the Company are accustomed to managing their stock options through the internet on this web site and their overall experience with respect to their Company stock options is predominately electronic. The Company generated the applicable stock option data for eligible employees in the Offer by creating a data file from the same records used by the E\*TRADE system, applying the applicable criteria for Eligible Options and then transferring the data file to Mellon for the Offer Web Site. Accordingly, the Offer Web Site provides each eligible employee with individualized information about his or her particular Eligible Options, which allows each such eligible employee to make his or her election more accurately than if the employee were required to obtain such information on his or her own or submit his or her election in paper format. Finally, as stated above, while the Company believes that all eligible employees have access to the Offer Web Site through the internet access on computers provided by the Company, in case a particular employee does not have such access, then, as stated in the Announcement Email, the Company will make computer and internet access available to those employees.

Fees and Expenses, page 29

3. *Please revise to include the information required by Item 1009(a) of Regulation M-A for Mellon.*

In response to the Staff's comment, we have revised the disclosure on page 29 of the Offer to Exchange.

Information About Us, page 22

Financial, page 30

4. *Please revise to include the income per common share from continuing operations and the ratio of earnings to fixed charges. Refer to Item 1010(c)(2) and (4) of Regulation M-A.*

In response to the Staff's comment, we have revised the disclosure on page 30 of the Offer to Exchange. In addition, we supplementally advise the Staff that the Company has incurred net losses since inception and accordingly reports net losses per share (basic and diluted) instead of net income per share.

Exhibit (a)(1)(C)

5. *We note that in paragraph (11) you require holders to agree that they have "read" the Offer to Exchange. Please revise this language since it implies that security holders may waive their rights under the federal securities laws.*

In response to the Staff's comment, we have deleted paragraph 11 from the Agreement to Terms of Election included in Exhibit (a)(1)(C) and the paragraph previously numbered as 12 has been renumbered as paragraph 11. The entire set of screen shots of the Offer Web Site, as so revised, has been filed with the Schedule TO Amendment as Exhibit (a)(1)(C).

In providing its responses to the Staff's comments, the Company acknowledges that:

- the Company is responsible for the adequacy and accuracy of the disclosure in its filings;
- Staff comments or changes to disclosure in response to Staff comments do not foreclose the Commission from taking any action with respect to the filings; and
- the Company may not assert Staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please direct any further questions or comments concerning the Schedule TO Amendment or this response letter to me at (650) 843-5180 or Michelle Sonu Park at (650) 843-5750. Please direct any further facsimile communications to me at (650) 849-7400.

Very truly yours,

/s/ Suzanne Sawochka Hooper

Suzanne Sawochka Hooper

cc: James B. Bucher, Esq., Exelixis, Inc.  
Jennifer F. Drimmer, Esq., Exelixis, Inc.