

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **June 12, 2003**

**EXELIXIS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**0-30235**  
(Commission File Number)

**04-3257395**  
(IRS Employer Identification No.)

**170 Harbor Way  
P.O. Box 511  
South San Francisco, California 94083**  
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(650) 837-7000**

**ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE**

On June 12, 2003, Exelixis, Inc. (the "Company") issued a press release announcing plans to sell 10.0 million shares of its common stock pursuant to an effective shelf registration statement previously filed with the Securities and Exchange Commission. In addition, the Company announced plans to grant an option to the underwriters to purchase up to an additional 1.5 million shares of its common stock. A copy of the press release is hereby incorporated by reference and made a part of this filing as Exhibit 99.1.

Neither the filing of any press release as an exhibit to this Current Report nor the inclusion in such press release of a reference to the Company's Internet address shall, under any circumstances, be deemed to incorporate the information available at such Internet address into this Current Report. The information available at the Company's Internet address is not part of this Current Report or any other report filed by the Company with the Securities and Exchange Commission.

**ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.**

**(c) Exhibits.**

99.1 Press Release of Exelixis, Inc. titled, "Exelixis Announces Public Offering of Common Stock," issued June 12, 2003.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**EXELIXIS, INC.**

Dated: June 12, 2003

By: /s/ Glen Y. Sato  
Glen Y. Sato  
Senior Vice President,  
Chief Financial Officer and General Counsel

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**EXHIBIT INDEX**

Exhibit	
99.1	Press Release of Exelixis, Inc. titled, "Exelixis Announces Public Offering of Common Stock," issued June 12, 2003.

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CONTACT:  
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FOR IMMEDIATE RELEASE

**EXELIXIS ANNOUNCES PUBLIC OFFERING OF COMMON STOCK**

SOUTH SAN FRANCISCO, Calif. — June 12, 2003 — Exelixis, Inc. (Nasdaq: EXEL) today announced that it plans to sell 10.0 million shares of its common stock pursuant to an effective shelf registration statement previously filed with the Securities and Exchange Commission. The company also intends to grant an option to the underwriters to purchase up to an additional 1.5 million shares of common stock. All of the shares are being sold by Exelixis.

Goldman, Sachs & Co. is the lead and book running manager for this offering. SG Cowen Securities Corporation is the co-manager.

The securities may not be sold nor may offers to buy be accepted prior to the time that the prospectus supplement is final. This communication shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Copies of the preliminary prospectus supplement may be obtained from the Prospectus Departments of Goldman, Sachs & Co. (85 Broad Street, New York, New York 10004, phone 212-902-1171, fax 212-902-9316) and SG Cowen Securities Corporation (c/o ADP, 1155 Long Island Avenue, Edgewood, New York, 11717, phone 631-254-7106, fax 631-254-7628).

Exelixis is a genomics-based drug discovery company dedicated to the discovery and development of novel therapeutics.

*This press release contains "forward-looking" statements. For this purpose, any statements contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Words such as "believes," "anticipates," "plans," "expects," "will," "intends" and similar expressions are intended to identify forward-looking statements. Exelixis does not undertake any obligation to update forward-looking statements.*

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