

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
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1. Name and Address of Reporting Person* <u>Afiab Dana</u> (Last) (First) (Middle) C/O EXELIXIS, INC. 1851 HARBOR BAY PARKWAY (Street) ALAMEDA CA 94502 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/15/2022	3. Issuer Name and Ticker or Trading Symbol <u>EXELIXIS, INC. [EXEL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CSO/EVP Disc & Trans Research	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	253,001 ⁽¹⁾⁽²⁾	D	
Common Stock	5,835	I	By 401(k) ⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Option (right to buy)	09/22/2017 ⁽⁴⁾	09/21/2023	Common Stock 82,500	14.74	D	
Option (right to buy)	10/03/2018 ⁽⁵⁾	10/02/2024	Common Stock 95,000	24.41	D	
Option (right to buy)	09/10/2019 ⁽⁶⁾	09/09/2025	Common Stock 96,986	18.8	D	

Explanation of Responses:

- Includes 113,838 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- Includes 5,764 shares acquired under the Exelixis, Inc. 2000 Employee Stock Purchase Plan.
- Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of December 15, 2022.
- Option granted to the reporting person on September 22, 2016 pursuant to the Exelixis, Inc. 2014 Equity Incentive Plan. Option granted will vest as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.
- Option granted to reporting person on October 3, 2017 pursuant to the Exelixis, Inc. 2017 Equity Incentive Plan. Option granted will vest as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.
- Option granted to reporting person on September 10, 2018 pursuant to the Exelixis, Inc. 2017 Equity Incentive Plan. Option granted will vest as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Nina Ayer, Attorney in Fact

12/23/2022

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints, Christopher J. Senner, Jeffrey J. Hessekiel and Nina Ayer of

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever:

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and Schedule

In Witness Whereof, the undersigned has caused this Power of Attorney to be executed as of December 15, 2022.

Dana Aftab
Print Name

/s/ Dana Aftab
Signature