
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

EXELIXIS[®]

EXELIXIS, INC.

(Name of registrant as specified in its charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

EXELIXIS, INC.

2024 Annual Meeting

Vote by May 29, 2024

11:59 PM ET

EXELIXIS, INC.
1851 HARBOR BAY PARKWAY
ALAMEDA, CA 94502



V43271-P08102

You invested in EXELIXIS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on May 30, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 16, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 30, 2024
9:00 a.m. Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/EXEL2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect the eleven nominees for director named in the accompanying Proxy Statement to hold office until the next Annual Meeting of Stockholders. Nominees:	
1a. Mary C. Beckerle, Ph.D.	✔ For
1b. S. Gail Eckhardt, M.D.	✔ For
1c. Maria C. Freire, Ph.D.	✔ For
1d. Tomas J. Heyman	✔ For
1e. David E. Johnson	✔ For
1f. Michael M. Morrissey, Ph.D.	✔ For
1g. Robert L. Oliver, Jr.	✔ For
1h. Stelios Papadopoulos, Ph.D.	✔ For
1i. George Poste, DVM, Ph.D., FRS	✔ For
1j. Julie Anne Smith	✔ For
1k. Jack L. Wyszomierski	✔ For
2. To ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as Exelixis' independent registered public accounting firm for the fiscal year ending January 3, 2025.	✔ For
3. To amend and restate the Exelixis 2000 Employee Stock Purchase Plan to, among other things, increase the number of shares authorized for issuance by 6,000,000 shares.	✔ For
4. To approve, on an advisory basis, the compensation of Exelixis' named executive officers, as disclosed in the accompanying Proxy Statement.	✔ For

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".