

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER

THE SECURITIES ACT OF 1933
EXELIXIS, INC.

(Exact name of registrant as specified in its charter)

Delaware 04-3257395
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

170 Harbor Way
P.O. Box 511
South San Francisco, CA 94083
(650) 837-7000
(Address of principal executive offices)

2000 EQUITY INCENTIVE PLAN
2000 EMPLOYEE STOCK PURCHASE PLAN
2000 NON-EMPLOYEE DIRECTORS' STOCK OPTION PLAN
(Full title of the plans)

Glen Y. Sato
Chief Financial Officer
Exelixis, Inc.
170 Harbor Way
P.O. Box 511
South San Francisco, CA 94083
(650) 837-7000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
ROBERT L. JONES, ESQ.
COOLEY GODWARD LLP
FIVE PALO ALTO SQUARE
3000 EL CAMINO REAL
PALO ALTO, CALIFORNIA 94306

CALCULATION OF REGISTRATION FEE

TITLE OF CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE
Stock Options and Common Stock (par value \$.001)	3,979,304 shares	\$ 11.225 - 14.9949	\$ 50,219,461.44	\$ 4,620.19

(1) This Registration Statement shall cover any additional shares of common stock that become issuable under the 2000 Equity Incentive Plan, 2000 Non-Employee Directors' Stock Option Plan and 2000 Employee Stock Purchase Plan set forth herein by reason of any stock dividend, stock split, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of the Registrant's outstanding common stock.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h)(1) under the Securities Act of 1933, as amended (the "Act"). The offering price per share and aggregate offering price for the unissued stock options and common stock are based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq National Market System on February 8, 2002. The offering price per share and aggregate offering price for the outstanding stock options are based upon a weighted average exercise price of such options. The following chart illustrates the calculation of the registration fee:

TITLE OF SHARES	NUMBER OF SHARES	OFFERING PRICE PER SHARE	AGGREGATE OFFERING PRICE
Shares issuable pursuant to unissued stock options pursuant to the 2000 Equity Incentive Plan	1,617,056	\$ 11.225	\$ 18,151,453.60
Shares issuable pursuant to outstanding stock options pursuant to the 2000 Equity Incentive Plan	1,472,652	\$ 14.9949	\$ 22,082,292.74
Shares issuable pursuant to unissued stock options pursuant to the 2000 Non-Employee Directors' Stock Option Plan	444,798	\$ 11.225	\$ 4,992,857.55

Shares issuable pursuant to the 2000 Employee Stock Purchase Plan	444,798	\$	11.225	\$	4,992,857.55
Proposed Maximum Aggregate Offering Price				\$	50,219,461.44

Approximate date of commencement of proposed sale to the public: as soon as practicable after this Registration Statement becomes effective.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional: (i) 3,089,708 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2000 Equity Incentive Plan; (ii) 444,798 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2000 Non-Employee Directors' Stock Option Plan; and (iii) 444,798 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2000 Employee Stock Purchase Plan.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The contents of the Registration Statements on Form S-8 (relating to the 2000 Equity Incentive Plan, 2000 Non-Employee Directors' Stock Option Plan and 2000 Employee Stock Purchase Plan) File Nos. 333-35862 and 333-57026 previously filed with the SEC on April 28, 2000 and March 14, 2001, respectively, are incorporated by reference herein.

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
4.1*	Amended and Restated Certificate of Incorporation of the Company.
4.2*	Restated Bylaws of the Company.
5.1	Opinion of Cooley Godward LLP.
23.1	Consent of Independent Accountants.
23.2	Consent of Cooley Godward LLP is contained in Exhibit 5.1 to this Registration Statement.
24.1	Power of Attorney is contained on the signature pages to this Registration Statement.
99.1*	2000 Equity Incentive Plan.
99.2*	2000 Employee Stock Purchase Plan.
99.3*	2000 Non-Employee Directors' Stock Option Plan.

*Incorporated by reference to the Company's Registration Statement on Form S-1, as amended (File No.333-96335), originally filed with the SEC on February 7, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on February 11, 2002.

EXELIXIS, INC.

By: /s/ George A. Scangos

 George A. Scangos, Ph.D.
 President and Chief
 Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints George A. Scangos and Glen Y. Sato, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ George A. Scangos ----- George A. Scangos, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	February 11, 2002
/s/ Glen Y. Sato ----- Glen Y. Sato	Chief Financial Officer (Principal Financial and Accounting Officer)	February 11, 2002
/s/ Stelios Papadopoulos ----- Stelios Papadopoulos, Ph.D.	Chairman of the Board of Directors	February 11, 2002
----- Charles Cohen, Ph.D.	Director	
----- Jurgen Drews, M.D.	Director	
/s/ Geoffrey Duyk ----- Geoffrey Duyk, M.D., Ph.D.	Director	February 11, 2002
/s/ Jason Fisherman ----- Jason S. Fisherman, M.D.	Director	February 11, 2002
/s/ Jean-Francois Formela ----- Jean-Francois Formela, M.D.	Director	February 11, 2002
/s/ Vincent T. Marchesi ----- Vincent T. Marchesi, Ph.D.	Director	February 11, 2002
/s/ Peter Stadler ----- Peter Stadler, Ph.D.	Director	February 11, 2002
----- Lance Willsey, M.D.	Director	

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Robert L. Jones, Esq.
Direct: (650) 843-5034
Internet: jonesrl@cooley.com

February 14, 2002

Exelixis, Inc.
170 Harbor Way
P.O. Box 511
South San Francisco, CA 94083

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Exelixis, Inc. (the "Company") of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the offering of an aggregate of 3,979,304 shares of the Company's common stock, \$.001 par value (the "Shares"), pursuant to the Company's 2000 Equity Incentive Plan, 2000 Non-Employee Directors' Stock Option Plan and 2000 Employee Stock Purchase Plan (collectively the "Plans").

In connection with this opinion, we have examined the Registration Statement and related Prospectus, your Amended and Restated Certificate of Incorporation and Restated Bylaws and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related Prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

Cooley Godward LLP

By: /s/ Robert L. Jones

Robert L. Jones

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8, relating to the 2000 Equity Incentive Plan, the 2000 Employee Stock Purchase Plan and the 2000 Non-employee Director's Stock Option Plan, of our report dated February 2, 2001, relating to the consolidated financial statements, which appears in Exelixis, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000.

/s/ PricewaterhouseCoopers LLP

San Jose, California
February 13, 2002