
**UNITED STATES
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

(State or other jurisdiction of incorporation or organization)

04-3257395

(I.R.S. Employer Identification Number)

**1851 Harbor Bay Parkway
Alameda, CA 94502**

(Address of Principal Executive Offices, including Zip Code)

**AMENDED AND RESTATED 2017 EQUITY INCENTIVE
PLAN**

(Full Title of the Plans)

**Michael M. Morrissey
President and Chief Executive Officer
Exelixis, Inc.**

**1851 Harbor Bay Parkway
Alameda, CA 94502
(650) 837-7000**

(Name, Address, and Telephone Number, including Area Code, of Agent for Service)

Copies to:

**Jeffrey J. Hessekiel
Executive Vice President and General Counsel
Exelixis, Inc.
1851 Harbor Bay Parkway
Alameda, CA 94502**

**Chadwick L. Mills
Cooley LLP
101 California Street, 5th Floor
San Francisco, CA 94111**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock (par value \$0.001 per share)	21,000,000	\$23.445 (2)	\$492,345,000 (2)	\$63,906

- (1) This Registration Statement covers the offer and sale of 21,000,000 shares of Common Stock of Exelixis, Inc. (the "Registrant" or the "Company") under the Exelixis, Inc. Amended and Restated 2017 Equity Incentive Plan (the "2017 Plan"). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the 2017 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant's Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Stock on August 3, 2020, as reported on the Nasdaq Global Select Market.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 21,000,000 shares of the Common Stock to be issued pursuant to the 2017 Plan. The shares of the Common Stock previously reserved for issuance under the 2017 Plan were registered on the Registrant's Registration Statements on Form S-8 previously originally filed with the Securities and Exchange Commission on May 25, 2017 (File No. 333-218236) and August 1, 2018 (File No. 333-226493) (as amended, collectively, the "Prior Registration Statements").

This Registration Statement on Form S-8 relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements, to the extent relating to the registration of Common Stock issuable under the 2017 Plan, are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Exelixis, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") are incorporated by reference into this registration statement:

- The Company's Annual Report on [Form 10-K](#) for the fiscal year ended January 3, 2020 (the "Form 10-K"), filed on February 25, 2020;
- The information specifically incorporated by reference Part III of the Form 10-K from the Company's proxy statement on [Schedule 14A](#) filed April 9, 2020;
- The Company's Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended April 3, 2020, filed on May 5, 2020;
- The Company's Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended July 3, 2020, filed on August 6, 2020;
- The Company's Current Reports on Form 8-K filed on [February 20, 2020](#), [March 2, 2020](#), [April 20, 2020](#), [May 12, 2020](#), and [May 22, 2020](#); and
- The description of the Company's common stock that is contained in the Company's Registration Statement on [Form 8-A](#) (File No. 000-30235), filed with the Commission on April 6, 2000, pursuant to Section 12 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.2](#) to the Form 10-K.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this registration statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this registration statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

ITEM 8. EXHIBITS

Exhibit Number	Exhibit Description	Incorporation by Reference				Filed Herewith
		Form	File Number	Exhibit/Appendix Reference	Filing Date	
4.1	<u>Amended and Restated Certificate of Incorporation of Exelixis, Inc.</u>	10-K	000-30235	3.1	3/10/2010	
4.2	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of Exelixis, Inc.</u>	10-K	000-30235	3.2	3/10/2010	
4.3	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of Exelixis, Inc.</u>	8-K	000-30235	3.1	5/25/2012	
4.4	<u>Certificate of Change of Registered Agent and/or Registered Office of Exelixis, Inc.</u>	8-K	000-30235	3.1	10/15/2014	
4.5	<u>Certificate of Ownership and Merger Merging X-CEPT Therapeutics, Inc. with and into Exelixis, Inc.</u>	8-K	000-30235	3.2	10/15/2014	
4.6	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of Exelixis, Inc.</u>	8-K	000-30235	3.1	5/23/2019	
4.7	<u>Amended and Restated Bylaws of Exelixis, Inc.</u>	8-K	000-30235	3.1	12/5/2011	
4.8	<u>Specimen Common Stock Certificate.</u>	S-1, as amended	333-96335	4.1	4/7/2000	
5.1	<u>Opinion of Cooley LLP.</u>					X
23.1	<u>Consent of Independent Registered Public Accounting Firm</u>					X
23.2	<u>Consent of Cooley LLP. (see Exhibit 5.1)</u>					X
24.1	<u>Power of Attorney (contained on signature page)</u>					X
99.1	<u>Exelixis, Inc. Amended and Restated 2017 Equity Incentive Plan</u>	DEF14A	000-30235	Appendix A	4/9/2020	

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 Alameda, State of California, on August 6, 2020.

EXELIXIS, INC.

By: _____ */s/ MICHAEL M. MORRISSEY*

Michael M. Morrissey

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael M. Morrissey, Christopher J. Senner and Jeffrey J. Hessekiel, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her 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
<div style="border-bottom: 1px solid black; margin-bottom: 5px;"><i>/s/ MICHAEL M. MORRISSEY</i></div> <p style="margin: 0;">Michael M. Morrissey, Ph.D.</p>	<p style="margin: 0;">Director, President and Chief Executive Officer (Principal Executive Officer)</p>	<p style="margin: 0;">August 6, 2020</p>
<div style="border-bottom: 1px solid black; margin-bottom: 5px;"><i>/s/ CHRISTOPHER SENNER</i></div> <p style="margin: 0;">Christopher Senner</p>	<p style="margin: 0;">Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)</p>	<p style="margin: 0;">August 6, 2020</p>
<div style="border-bottom: 1px solid black; margin-bottom: 5px;"><i>/s/ STELIOS PAPADOPOULOS</i></div> <p style="margin: 0;">Stelios Papadopoulos, Ph.D.</p>	<p style="margin: 0;">Chairman of the Board</p>	<p style="margin: 0;">August 6, 2020</p>
<div style="border-bottom: 1px solid black; margin-bottom: 5px;"><i>/s/ CHARLES COHEN</i></div> <p style="margin: 0;">Charles Cohen, Ph.D.</p>	<p style="margin: 0;">Director</p>	<p style="margin: 0;">August 6, 2020</p>
<div style="border-bottom: 1px solid black; margin-bottom: 5px;"><i>/s/ CARL B. FELDBAUM</i></div> <p style="margin: 0;">Carl B. Feldbaum, Esq.</p>	<p style="margin: 0;">Director</p>	<p style="margin: 0;">August 6, 2020</p>
<div style="border-bottom: 1px solid black; margin-bottom: 5px;"><i>/s/ MARIA C. FREIRE</i></div> <p style="margin: 0;">Maria C. Freire, Ph.D.</p>	<p style="margin: 0;">Director</p>	<p style="margin: 0;">August 6, 2020</p>

Signature	Title	Date
<hr/> <i>/s/ ALAN M. GARBER</i> <hr/> Alan M. Garber, M.D., Ph.D.	Director	August 6, 2020
<hr/> <i>/s/ VINCENT T. MARCHESI</i> <hr/> Vincent T. Marchesi, M.D., Ph.D.	Director	August 6, 2020
<hr/> <i>/s/ GEORGE POSTE</i> <hr/> George Poste, D.V.M., Ph.D., FRS	Director	August 6, 2020
<hr/> <i>/s/ JULIE ANNE SMITH</i> <hr/> Julie Anne Smith	Director	August 6, 2020
<hr/> <i>/s/ LANCE WILLSEY</i> <hr/> Lance Willsey, M.D.	Director	August 6, 2020
<hr/> <i>/s/ JACK L. WYSZOMIERSKI</i> <hr/> Jack L. Wyszomierski	Director	August 6, 2020



Chadwick L. Mills
+1 650 843 5654
cmills@cooley.com

August 6, 2020

Exelixis, Inc.
1851 Harbor Bay Parkway
Alameda, CA 94502

Ladies and Gentlemen:

We have acted as counsel to Exelixis, Inc., a Delaware corporation (the "**Company**"), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 21,000,000 shares of the Company's Common Stock, \$0.001 par value per share (the "**Shares**"), pursuant to the Company's Amended and Restated 2017 Equity Incentive Plan (the "**Plan**").

In connection with this opinion, we have examined and relied upon the Registration Statement and the related Prospectus, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, the Plan and such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery by all persons other than the Company of all documents where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

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 Plan, 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.



August 6, 2020

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Sincerely,

COOLEY LLP

By: /s/ Chadwick L. Mills

Chadwick L. Mills

Cooley LLP 101 California Street, 5th Floor, San Francisco, CA 94111-5800
t: (415) 693-2000 f: (415) 693-2222 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2017 Equity Incentive Plan of Exelixis, Inc of our report dated February 25, 2020 with respect to the consolidated financial statements of Exelixis, Inc and the effectiveness of internal control over financial reporting of Exelixis, Inc included in its Annual Report (Form 10-K) for the year ended January 3, 2020 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California
August 6, 2020