

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Exelixis, Inc.

(Exact name of registrant as specified in its charter)

Delaware

04-3257395

(State of incorporation or organization)

(I.R.S. Employer
Identification No.)

260 Littlefield Avenue, South San Francisco, CA

94080

(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. []

Securities Act Registration Statement and Number to which the form relates: 333-96335

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to
be so Registered

Name of Each Exchange on
Which Each Class is to be
Registered

None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 par value

(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

A description of the Common Stock to be registered hereunder is contained in the section entitled "Description of Capital Stock," commencing at page 60 of the Prospectus included in the Registrant's Registration Statement on Form S-1, Registration No. 333-96335 (the "Registration Statement"), as amended, initially filed with the Securities and Exchange Commission on February 7, 2000, and such Registration Statement, as amended, is incorporated herein by reference.

Item 2. Exhibits.

Exhibit
Number

Description

3.4 Form of Restated Certificate of Incorporation of Registrant to be filed upon the closing of the offering made in connection with the Registration Statement. (1)

- 3.5 Amended and Restated Bylaws of Registrant to be filed upon the closing of the offering made in connection with the Registration Statement. (1)
- 4.1 Specimen Common Stock Certificate. (1)
- 4.2 Fourth Amended and Restated Registration Rights Agreement, dated February 26, 1999 among Registrant and Certain Stockholders of Registrant. (1)

(1) Filed as the like-numbered exhibit to the Registration Statement and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Exelixis, Inc.

(Registrant)

Date: April 6, 2000

By: /s/ George A. Scangos

George A. Scangos
President and Chief Executive
Officer