

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Heskeiel Jeffrey</u> (Last) (First) (Middle) C/O EXELIXIS, INC. 1851 HARBOR BAY PARKWAY (Street) ALAMEDA CA 94502 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EXELIXIS, INC. [EXEL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, General Counsel & Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/06/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/06/2023 ⁽¹⁾		A		57,900 ⁽²⁾	A	\$0	622,699 ⁽³⁾	D	
Common Stock	09/06/2023		F		14,354 ⁽⁴⁾	D	\$22.27	608,345 ⁽³⁾	D	
Common Stock								999 ⁽⁵⁾	I	By 401(k)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

- On September 11, 2020, the Reporting Person was granted a performance-based restricted stock unit award ("PSU") under the Exelixis, Inc. 2017 Equity Incentive Plan covering 57,900 shares of common stock (such shares, the "Target Shares"). The PSU generally vests as follows: (i) 50% of the eligible Target Shares vest upon the Compensation Committee's (the "Committee") certification of achievement of certain performance criteria; and (ii) 50% of the eligible Target Shares vest on the first quarterly PSU vesting date (i.e. February 15th, May 15th, August 15th and November 15th) following the one-year anniversary of the Committee's certification. In addition, the PSU provides for vesting of up to a maximum of 200% of the Target Shares depending on the timing and level of achievement of the performance criteria provided for under the PSU.
- On September 6, 2023, the Committee determined that certain performance criteria had been achieved, resulting in the Reporting Person's eligibility to vest up to 150% of the Target Shares subject to the PSU (such shares, the "Achieved Shares"). The Reporting Person had already vested 1/3 of the Achieved Shares as a result of the Committee's certification that certain performance criteria had been achieved on August 3, 2022 and continuous service through August 15, 2023. Accordingly, the Committee's certification on September 6, 2023 resulted in the immediate vesting of 1/3 of the Achieved Shares, and 1/3 of the Achieved Shares will vest on November 15, 2024, subject to the Reporting Person's continuous service through that date. The Reporting Person remains eligible for additional vesting depending on the level and timing of achievement of the performance criteria through December 31, 2024.
- Includes 188,144 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- Shares withheld by Exelixis, Inc. to satisfy taxes payable in connection with the vesting of certain restricted stock units earned on September 6, 2023.
- Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of September 5, 2023.

Remarks:

/s/ Nina Ayer, Attorney in Fact 09/08/2023

** 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 4 (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.