
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): December 4, 2012

EXELIXIS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-30235
(Commission
File Number)

04-3257395
(IRS Employer
Identification No.)

210 East Grand Ave.
South San Francisco, California 94080
(Address of principal executive offices) (Zip Code)

(650) 837-7000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On December 4, 2012, the Board of Directors (the “Board”) of Exelixis, Inc. (the “Company” or “Exelixis”), upon recommendation of the Compensation Committee of the Board, approved a special company-wide one-time cash bonus for the Company’s employees, including the Company’s named executive officers, in recognition of their efforts in connection with the approval of COMETRIQ™ (cabozantinib) by the U.S. Food and Drug Administration for the treatment of progressive, metastatic medullary thyroid cancer in the United States. COMETRIQ is the first Exelixis compound to have been discovered and developed through marketing approval. The special one-time cash bonus payments will be made to the Company’s employees, including the named executive officers, in December 2012.

The special one-time cash bonus payments to each of the Company’s named executive officers are listed in Exhibit 10.1 attached hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
10.1	Special One-Time Cash Bonus Information for the Company’s Named Executive Officers

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 7, 2012

EXELIXIS, INC.

/s/ James B. Bucher

Vice President, Corporate Legal Affairs and Secretary

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
10.1	Special One-Time Cash Bonus Information for the Company's Named Executive Officers

SPECIAL ONE-TIME CASH BONUS INFORMATION FOR THE COMPANY'S NAMED EXECUTIVE OFFICERS

The table below sets forth the amount of the one-time special cash bonus to be paid in December 2012 to each "named executive officer" of Exelixis, Inc.

<u>Name</u>	<u>Special One-Time Cash Bonus ⁽¹⁾</u>
Michael M. Morrissey, Ph.D. President and Chief Executive Officer (principal executive officer)	\$ 64,500
Frank L. Karbe Executive Vice President and Chief Financial Officer (principal financial officer)	\$ 34,400
J. Scott Garland Executive Vice President and Chief Commercial Officer	\$ 30,100
Gisela M. Schwab, M.D. Executive Vice President and Chief Medical Officer	\$ 75,000
Pamela A. Simonton, J.D., LL.M. Executive Vice President and General Counsel	\$ 30,100

⁽¹⁾ To be paid in December 2012.