FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
houre por reepones:	0.5							

	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

First)	(Mid	idle)	<u> </u>					bol					onship of Reporting	ng Person	n(s) to Issu	er		
,	(Mid	dle)	-			2. Issuer Name and Ticker or Trading Symbol  EXELIXIS, INC. [ EXEL ]								tle below)	10% Owner			
				3. Date of Earliest Transaction (Month/Day/Year) 05/27/2022							X	EVP, Commercial						
CA State)			4	4. If Amendment, Date of Original Filed (Month/Day/Year)									ividual or Joint/Group Filing (Check Applicable Line)  K Form filed by One Reporting Person  Form filed by More than One Reporting Person					
		Table I -	Non-D	erivative	Securi	ties Acc	uired,	Disp	osed of	, or Be	neficially	Owned						
			Date		Execution Date,		Code (Instr. 8) (D) (Instr.		tr. 3, 4 and 5)			Beneficially Owned Following Reported		Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
			+		ļ.			V			( ) - ( )						(Instr. 4)	
Common Stock				05/27/2022		S		18,812		D	\$18.21(1)	239,818(2)		D				
Common Stock													23,539			I	By spouse	
Common Stock													10,648(3)			I	By 401(k)	
		Table I										wned						
		Code (In	Derivative Sect Acquired (A) on Disposed of (D (Instr. 3, 4 and		Securities A) or of (D) and 5)	Expiration Date (Month/Day/Year)		underlying Derivative Sec 3 and 4)  An expiration		Amount or Number of	Derivative Security (Instr. 5)		ve Ces Fially (I Ir (I d tion(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
Sta	ate)  3.  nversion Da  Exercise (M)  Vivative	ate) (Zip  nversion Date (Month/Day/Year) iviative	Table I -  Table I -	Table I - Non-D  Table II - Deri (Mon  Table II - Deri (e.g  aversion (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Table II - Deri (e.g  A Trans Code (Ir if any (Month/Day/Year)	Table I - Non-Derivative  2. Transaction Date (Month/Day/Year)  05/27/2022  Table II - Derivative S (e.g., puts, conversion Exercise of Vivative Part of Vivati	Table I - Non-Derivative Securi  2. Transaction Date (Month/Day/Year)  05/27/2022  Table II - Derivative Securitie (e.g., puts, calls, we calls, we calls any (Month/Day/Year)  1. Transaction Date Execution Date Execution Date (if any (Month/Day/Year) (Month/Day/Year)  2. Transaction Date Calls, we call the call of th	Table I - Non-Derivative Securities Acc    2.A. Deemed Execution Date (Month/Day/Year)   2.A. Deemed Execution Date, if any (Month/Day/Year)   05/27/2022	Table I - Non-Derivative Securities Acquired,    2. Transaction Date (Month/Day/Year) (Mont	Table I - Non-Derivative Securities Acquired, Dispo    Date (Month/Day/Year)   2A. Deemed Execution Date, if any (Month/Day/Year)   Code (Instr. 8)	Table I - Non-Derivative Securities Acquired, Disposed of Date (Month/Day/Year)    Code   V	Table I - Non-Derivative Securities Acquired, Disposed of, or Bei Paccution Date (Month/Day/Year)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially    2.A. Deemed Execution Date, (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   4. Transaction Date (Month/Day/Year)   5. Number of Disposed of (Month/Day/Year)   6. Date Exercisable and Expiration Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   4. Transaction Date (Month/Day/Year)   4. Transaction Date (Month/Day/Year)   5. Number of Disposed of (D) (Month/Day/Year)   4. Transaction Date (Month/Day/Year)   5. Number of Disposed of (D) (Month/Day/Year)   6. Date Exercisable and (Month/Day/Year)   7. Title and Amount of Date (Month/Day/Year)   7. Title and Amount of Date (Month/Day/Year)   7. Date (Month/Day/Year)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned    2.A. Deemed Execution Date, (Month/Day/Year)   2.A. Deemed Execution Date, if any (Month/Day/Year)   3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   4. Transaction Date (Month/Day/Year)   5. Number of Disposed of (D) (Instr. 3, 4 and 5)   4. Transaction Date (Month/Day/Year)   7. Title and Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   4. Transaction Date (Month/Day/Year)   7. Title and Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   7. 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Price of Date Execution Date (Month/Day/Year)  8. Price of Date Execution Date (Month/Day/Year)  8. Price of Month/Day/Year)  9. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  9. Derivative Securities (Month/Day/Year)  1. Transaction Date (Month/Day/Year)  2. Derivative Securities (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  8. Price of Month/Day/Year)  9. Derivative Securities (Month/Day/Year)  1. Transaction Date (Month/Day/Year)  1. Transaction (Month/Day/Year)  2. Derivative Securities (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. Transaction (Month/Day/Year	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  1. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  3. 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## Explanation of Responses:

1. Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$18.19 to \$18.31. Reporting Person undertakes to provide Exelixis, Inc., any security holder of Exelixis, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 1 to this Form 4.

- 2. Includes 151,866 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- 3. Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of May 26, 2022

## Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Nina Ayer, Attorney in Fact

06/01/2022

\*\* Signature of Reporting Person

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints, Christopher J. Senner, Jeffery J. Hessekiel and Nina Ayer of
The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoeve:
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and Schedule
In Witness Whereof, the undersigned has caused this Power of Attorney to be executed as of 5/27/2022.

Patrick Joseph Haley Print Name

/s/ Patrick Joseph Haley Signature