FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** 3235-0287 Estimated average burden hours per response: 0.5

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

Name and Address of Reporting Person*     Hessekiel Jeffrey						2. Issuer Name and Ticker or Trading Symbol EXELIXIS, INC. [ EXEL ]									ationship of Reportir call applicable) Director Officer (give title		ng Person(s) to Issuer 10% Owner Other (spec		wner
l	(Last) (First) (Middle) C/O EXELIXIS, INC. 1851 HARBOR BAY PARKWAY					3. Date of Earliest Transaction (Month/Day/Year) 03/04/2022									below) below) EVP, General Counsel & Sec				c
(Street) ALAME (City)			4502 Zip)		4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table	I - Non	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	, or B	enefi	cially	/ Own	ed			
Date				2. Transac Date (Month/Da	eay/Year) if an		A. Deemed xecution Date, any lonth/Day/Year)		3. Transaction Code (Instr. 8)					4 and Securi Benefi		ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
							Code	v	Amount	(A) or Prid		ce	Transaction(s) (Instr. 3 and 4)				(111341. 4)		
Common Stock <sup>(1)</sup> 03/0					022(2)				A		67,875	A	A \$0		623,236(3)			D	
Common Stock															999(4)				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)	Execution Date, Tran			ection Instr.	of Deriv Secu Acqu (A) o Dispo	r osed ) r. 3, 4	Expirati	Exercisable and ion Date /Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		De Se (In:	Price of rivative curity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code V		(A)	(D)			Expiration Date	Title	Amour or Number of Shares	r					

## **Explanation of Responses:**

- 1. Represents shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units. Each restricted stock unit is the economic equivalent of one share of Exelixis, Inc. common stock.
- 2. The restricted stock units were granted to the Reporting Person on the Transaction Date pursuant to the Exelixis, Inc. 2017 Equity Incentive Plan. The restricted stock units will vest as to 1/4th of the original number of shares subject to the restricted stock unit award on May 15, 2023 and thereafter as to 1/4th of the original number of shares subject to the restricted stock unit award on each May 15th
- 3. Includes 144,482 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- 4. Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of March 4, 2022.

## Remarks:

/s/ Christopher J. Senner, **Attorney in Fact** 

03/08/2022

\*\* 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.