FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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Check this box if no longer subject						
o Section 16. Form 4 or Form 5						
bligations may continue. See						
netruction 1(h)						

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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* Goodman Vicki L						2. Issuer Name and Ticker or Trading Symbol EXELIXIS, INC. [EXEL]									k all app Direc	,	ng Per	10% O	wner	
(Last) 1851 HA	(Fii RBOR BA	rst) (F Y PARKWAY	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 01/04/2022									belov	v) ``	k Me	Other (specification) Med Aff &CMO		
(Street) ALAMEDA CA 94502 (City) (State) (Zip)					4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									S. Individual or Joint/Group Filing (Check Applicable ine) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date				2. Transac Date (Month/Da			2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)		ired (A) nstr. 3, 4	4 and Sec Ber Ow		ount of ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Code	v	Amount	(A) (D)	or Pr	ice	Transa	Reported Transaction(s) (Instr. 3 and 4)						
Common	Common Stock ⁽¹⁾ 01/04/20)22 ⁽²⁾		A		250,000	A	1	\$ <mark>0</mark>	250),000 ⁽³⁾		D			
Common	non Stock 01/04/20				2022	022		F		7,613(4)	Г	\$	19.18	.18 242,387			D			
	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)	if any	emed ion Date, /Day/Year)	4. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y		ate	7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		Der Sed (Ins	Price of rivative curity str. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transaction (Instr. 4)	Owner Form: Direct or Indi (I) (Ins	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code		v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amou or Numb of Share	er						

Explanation of Responses:

- 1. Represents shares of Exelixis, Inc. common stock 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 follows: 26,315 shares subject to the restricted stock unit award vill vest on February 15, 2024; and 51,974 shares subject to the restricted stock unit award will vest on February 15, 2024; and 51,974 shares subject to the restricted stock unit award will vest on February 15, 2026.
- 3. Includes 223,685 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- 4. Shares withheld by Exelixis, Inc. to satisfy taxes payable in connection with the vesting of restricted stock units awarded on the Transaction Date.

Remarks:

/s/ Christopher J. Senner, 01/06/2022 **Attorney in Fact**

** 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.