

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933
 EXELIXIS, INC.

(Exact name of registrant as specified in its charter)

Delaware 04-3257395
 (State or other jurisdiction of (I.R.S. Employer
 incorporation or organization) Identification Number)

170 Harbor Way
 P.O. Box 511
 South San Francisco, CA 94083
 (650) 837-7000
 (Address of principal executive offices)

2000 EQUITY INCENTIVE PLAN
 2000 EMPLOYEE STOCK PURCHASE PLAN
 2000 NON-EMPLOYEE DIRECTORS' STOCK OPTION PLAN
 (Full title of the plans)

Glen Y. Sato
 Chief Financial Officer
 Exelixis, Inc.
 170 Harbor Way
 P.O. Box 511
 South San Francisco, CA 94083
 (650) 837-7000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
 ROBERT L. JONES, ESQ.
 COOLEY GODWARD LLP
 FIVE PALO ALTO SQUARE
 3000 EL CAMINO REAL
 PALO ALTO, CALIFORNIA 94306

CALCULATION OF REGISTRATION FEE

TITLE OF CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE
Stock Options and Common Stock (par value \$.001)	4,853,009 shares	\$ 6.96	\$ 33,776,924.64	\$ 3,107.48

(1) This Registration Statement shall cover any additional shares of common stock that become issuable under the 2000 Equity Incentive Plan, 2000 Non-Employee Directors' Stock Option Plan and 2000 Employee Stock Purchase Plan set forth herein by reason of any stock dividend, stock split, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of the Registrant's outstanding common stock.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h)(1) under the Securities Act of 1933, as amended (the "Act"). The offering price per share and aggregate offering price for the unissued stock options and common stock are based upon the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq National Market System on January 27, 2003. The following chart illustrates the calculation of the registration fee:

TITLE OF SHARES	NUMBER OF SHARES	OFFERING PRICE PER SHARE	AGGREGATE OFFERING PRICE
Shares issuable pursuant to unissued stock options pursuant to the 2000 Equity Incentive Plan	3,849,981	\$ 6.96	\$ 26,795,867.76
Shares issuable pursuant to unissued stock options pursuant to the 2000 Non-Employee Directors' Stock Option Plan	501,514	\$ 6.96	\$ 3,490,537.44
Shares issuable pursuant to the 2000 Employee Stock Purchase Plan	501,514	\$ 6.96	\$ 3,490,537.44
Proposed Maximum Aggregate Offering Price			\$ 33,776,924.64

Approximate date of commencement of proposed sale to the public: as soon as practicable after this Registration Statement becomes effective.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional: (i) 3,849,981 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2000 Equity Incentive Plan; (ii) 501,514 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2000 Non-Employee Directors' Stock Option Plan; and (iii) 501,514 shares of the Registrant's common stock to be issued pursuant to the Registrant's 2000 Employee Stock Purchase Plan.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The contents of the Registration Statements on Form S-8 (relating to the 2000 Equity Incentive Plan, 2000 Non-Employee Directors' Stock Option Plan and 2000 Employee Stock Purchase Plan) File Nos. 333-35862, 333-57026 and 333-82722 previously filed with the SEC on April 28, 2000, March 14, 2001 and February 14, 2002, respectively, are incorporated by reference herein.

ITEM 8. EXHIBITS

EXHIBIT

NUMBER	DESCRIPTION
4.1*	Amended and Restated Certificate of Incorporation of the Company.
4.2*	Restated Bylaws of the Company.
5.1	Opinion of Cooley Godward llp.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of Independent Accountants.
23.3	Consent of Cooley Godward llp is contained in Exhibit 5.1 to this Registration Statement.
24.1	Power of Attorney is contained on the signature pages to this Registration Statement.
99.1*	2000 Equity Incentive Plan.
99.2*	2000 Employee Stock Purchase Plan.
99.3*	2000 Non-Employee Directors' Stock Option Plan.
99.4	Selected Financial Data Additional Disclosure for FASB No. 142.

*Incorporated by reference to the Company's Registration Statement on Form S-1, as amended (File No.333-96335), originally filed with the SEC on February 7, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on January 28, 2003.

EXELIXIS, INC.

By: /s/ George A. Scangos

 George A. Scangos, Ph.D.
 President and Chief
 Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints George A. Scangos and Glen Y. Sato, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ George A. Scangos ----- George A. Scangos, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	January 28, 2003
/s/ Glen Y. Sato ----- Glen Y. Sato	Chief Financial Officer (Principal Financial and Accounting Officer)	January 28, 2003
/s/ Stelios Papadopoulos ----- Stelios Papadopoulos, Ph.D.	Chairman of the Board of Directors	January 28, 2003
/s/ Charles Cohen ----- Charles Cohen, Ph.D.	Director	January 28, 2003
/s/ Geoffrey Duyk ----- Geoffrey Duyk, M.D., Ph.D.	Director	January 28, 2003
/s/ Jason Fisherman ----- Jason S. Fisherman, M.D.	Director	January 28, 2003
/s/ Jean-Francois Formela ----- Jean-Francois Formela, M.D.	Director	January 28, 2003
/s/ Vincent T. Marchesi ----- Vincent T. Marchesi, Ph.D.	Director	January 28, 2003
/s/ Peter Stadler ----- Peter Stadler, Ph.D.	Director	January 28, 2003
/s/ Lance Willsey ----- Lance Willsey, M.D.	Director	January 28, 2003

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23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of Independent Accountants.
23.3	Consent of Cooley Godward llp is contained in Exhibit 5.1 to this Registration Statement.
24.1	Power of Attorney is contained on the signature pages to this Registration Statement.
99.1*	2000 Equity Incentive Plan.
99.2*	2000 Employee Stock Purchase Plan.
99.3*	2000 Non-Employee Directors' Stock Option Plan.
99.4	Selected Financial Data Additional Disclosure for FASB No. 142.

*Incorporated by reference to the Company's Registration Statement on Form S-1, as amended (File No.333-96335), originally filed with the SEC on February 7, 2000.

Robert L. Jones, Esq.
Direct: (650) 843-5034
Internet: jonesrl@cooley.com

January 28, 2003

Exelixis, Inc.
170 Harbor Way
P.O. Box 511
South San Francisco, CA 94083

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Exelixis, Inc. (the "Company") of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the offering of an aggregate of 4,853,009 shares of the Company's common stock, \$.001 par value (the "Shares"), pursuant to the Company's 2000 Equity Incentive Plan, 2000 Non-Employee Directors' Stock Option Plan and 2000 Employee Stock Purchase Plan (collectively the "Plans").

In connection with this opinion, we have examined the Registration Statement and related Prospectus, your Amended and Restated Certificate of Incorporation and Restated Bylaws and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related Prospectus, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

Cooley Godward llp

By: /s/ Robert L. Jones

Robert L. Jones

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2000 Equity Incentive Plan, the 2000 Employee Stock Purchase Plan, and the 2000 Non-Employee Directors' Stock Option Plan of Exelixis, Inc. of our report dated February 1, 2002, with respect to the consolidated financial statements of Exelixis, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2001, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Palo Alto, California
January 27, 2003

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 2, 2001 relating to the consolidated balance sheet as of December 31, 2000 and the consolidated statements of operations, of stockholders' equity and of cash flows for each of the two years in the period ended December 31, 2000, which appears in Exelixis, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001.

/s/ PricewaterhouseCoopers LLP

San Jose, California
January 27, 2003

SELECTED FINANCIAL DATA ADDITIONAL DISCLOSURE FOR FASB NO. 142, "GOODWILL
AND OTHER INTANGIBLE ASSETS"

On January 1, 2002, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142"), which addresses the financial accounting and reporting standards for goodwill and other intangible assets subsequent to their acquisition. This accounting standard requires that goodwill no longer be amortized, and instead, be tested for impairment on a periodic basis.

In accordance with SFAS 142, the Company discontinued the amortization of goodwill effective January 1, 2002. In addition, the Company re-characterized acquired assembled workforce as goodwill because it is no longer defined as an acquired intangible asset under SFAS No. 141, "Business Combinations". The provisions of SFAS 142 also require the completion of a transitional impairment test within nine months of adoption, with any impairment treated as a cumulative effect of change in accounting principle. During the first quarter of 2002, the Company completed the transitional impairment test, which did not result in impairment of recorded goodwill. In addition, the Company completed its annual impairment test on October 1, 2002, which did not result in impairment of recorded goodwill. The Company will continue to monitor the carrying value of goodwill through annual impairment tests.

A reconciliation of previously reported net loss and net loss per share to the amounts adjusted for the exclusion of goodwill and assembled workforce amortization follows (in thousands, except per share amounts):

	FISCAL YEAR ENDED DECEMBER 31,		
	2001	2000	1999
Reported net loss	\$(71,186)	\$(75,311)	\$(18,721)
Add: Goodwill amortization	4,052	219	-
Assembled workforce amortization	593	20	-
Adjusted net loss	\$(66,541)	\$(75,072)	\$(18,721)
Net loss per share, basic and diluted	\$ (1.53)	\$ (2.43)	\$ (4.60)
Add: Goodwill amortization	0.09	0.01	-
Assembled workforce amortization	0.01	0.00	-
Adjusted net loss per share, basic and diluted	\$ (1.43)	\$ (2.42)	\$ (4.60)