

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Haley Patrick J.</u>			2. Date of Event Requiring Statement (Month/Day/Year) 12/19/2016	3. Issuer Name and Ticker or Trading Symbol <u>EXELIXIS, INC. [ EXEL ]</u>	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Sr. Vice President, Commercial</u>	
210 EAST GRAND AVE.					
(Street) SOUTH SAN FRANCISCO CO 94080					6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	109,693 <sup>(1)(2)</sup>	D	
Common Stock	9,577	I	By 401(k) <sup>(3)</sup>
Common Stock	23,539	I	By spouse

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Option (right to buy)	09/28/2012 <sup>(4)</sup>	09/27/2018	Common Stock 3,000	5.5	D	
Option (right to buy)	03/30/2013 <sup>(5)</sup>	03/29/2019	Common Stock 2,700	5.18	D	
Option (right to buy)	09/30/2014 <sup>(6)</sup>	09/29/2020	Common Stock 7,800	5.82	D	
Option (right to buy)	07/20/2015 <sup>(7)</sup>	09/18/2021	Common Stock 85,000	1.7	D	
Option (right to buy)	11/17/2015 <sup>(8)</sup>	11/16/2021	Common Stock 50,000	1.76	D	
Option (right to buy)	07/20/2015 <sup>(9)</sup>	02/04/2022	Common Stock 85,000	1.9	D	
Option (right to buy)	09/16/2016 <sup>(10)</sup>	09/15/2022	Common Stock 60,000	6.21	D	
Option (right to buy)	02/11/2017 <sup>(11)</sup>	02/10/2023	Common Stock 25,000	4.2	D	

Explanation of Responses:

- Includes 27,553 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- Includes 25,499 shares of common stock acquired pursuant to the Exelixis, Inc. 2000 Employee Stock Purchase Plan.
- Represents 9,577 shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of December 19, 2016.
- Option granted to reporting person on September 28, 2011, pursuant to the Exelixis, Inc. 2011 Equity Incentive Plan. The option is fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.
- Option granted to reporting person on March 30, 2012, pursuant to the Exelixis, Inc. 2011 Equity Incentive Plan. The option is fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.
- Option granted to reporting person on September 30, 2013, pursuant to the Exelixis, Inc. 2011 Equity Incentive Plan. 6,175 shares subject to the option are fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date through the date of this filing. The unvested portion of the option will continue to vest as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.
- Option granted to reporting person on September 19, 2014, pursuant to the Exelixis, Inc. 2014 Equity Incentive Plan. The option is fully vested and exercisable as of the date of this filing. The option vested as to 50% on July 20, 2015, 25% on March 7, 2016 and 25% on April 28, 2016, upon the achievement of certain performance goals.
- Option granted to reporting person on November 17, 2014, pursuant to the Exelixis, Inc. 2014 Equity Incentive Plan. 26,041 shares subject to the option are fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date through the date of this filing. The unvested portion of the option will continue to vest as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.
- Option granted to reporting person on February 5, 2015, pursuant to the Exelixis, Inc. 2014 Equity Incentive Plan. The option is fully vested and exercisable as of the date of this filing. The option vested as to 50% on July 20, 2015, 25% on March 7, 2016 and 25% on April 28, 2016, upon the achievement of certain performance goals.
- Option granted to reporting person on September 16, 2015, pursuant to the Exelixis, Inc. 2014 Equity Incentive Plan. 18,750 shares subject to the option are fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date through the date of this filing. The unvested portion of the option will continue to vest as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.
- Option granted to reporting person on February 11, 2016, pursuant to the Exelixis, Inc. 2014 Equity Incentive Plan. The option will vest as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date until fully-vested.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

/s/ Jeffrey J. Hessekiel, Attorney in Fact  
\*\* Signature of Reporting Person

12/21/2016  
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 5 (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 Michael M. Morrissey, Christopher J. Senner and Jeffrey J. Hessekiel of Exel:

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, nec

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 Schedules 13D and 13G w:

In Witness Whereof, the undersigned has caused this Power of Attorney to be executed as of this 19th day of December.

Patrick J. Haley  
Print Name  
/s/ Patrick J. Haley  
Signature