FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| l | OMB APPROVAL | | | | | | | |
|---|-------------------------|-----------|--|--|--|--|--|--|
| l | OMB Number: | 3235-0287 | | | | | | |
| l | Estimated average burde | en | | | | | | |
| l | hours per response: | 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

| | | | | | | | | | | · · | JI 1940 | | | | | | | | | | |
|---|--|---|---|--|---|---|--|---|---|--|---|-----------------------|---|-----------------------------------|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* SCANGOS GEORGE A | | | | | | | 2. Issuer Name and Ticker or Trading Symbol EXELIXIS, INC. [EXEL] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
| | | | | | | | | | - | | | | X | Director | | | 10% Ow | ner | | | |
| (Last) (First) (Middle) | | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/28/2015 | | | | | | | | | | Other (s below) | pecify | | | |
| | | | | | | | | | | | | | | | | | | | | | |
| RAND AV | Е. | \vdash | | | | | | | | | | | | | | | | | | | |
| (Street) | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| SAN | | 94080 | | | | | | | | | | | X | Form fil | ed by One | Repo | rting Persor | | | | |
| - C | A | | | | | | | | | | | | | | One Repor | ne Reporting | | | | | |
| | | | | . | | | | | | | | | | Person | | | | | | | |
| (S | state) | (Zip) | | | | | | | | | | | | | | | | | | | |
| | Tal | ole I - Nor | n-Deriv | /ativ | e Se | curitie | s Ac | quired, | Dis | posed of | f, or Be | neficia | ally | Owned | | | | | | | |
| Date | | | | | ear) | if any | | Code (Instr. | | | | | | Securitie Beneficia Owned F | s Illy ollowing | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | | | | | Code | v | Amount | (A) o (D) | Price | • | Transacti | ion(s) | | | (Instr. 4) | | | |
| | | | | | | | | | | | | | | wned | | | | | | | |
| 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | | 4. Transaction Code (Instr. 8) | | 5. Number | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | 7. Title and Amoun of Securities Underlying | | nt 8. Price of Derivative Security | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4) | | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | | | |
| | | | c | Code | v | (A) | | | | | Title | or Numb of | er | | | | | | | | |
| \$3.13 | 05/28/2015 | | | A | | 40,000 | | 05/28/201 | 5 ⁽¹⁾ | 05/27/2022 | Common Stock | 40,00 | 00 | \$0 | 40,000 |) | D | | | | |
| | (FELIXIS, IN RAND AV SAN ISCO (S | (First) ELIXIS, INC. RAND AVE. SAN (State) Tal Security (Instr. 3) 2. (Conversion or Exercise Price of Derivative Security Conversion Oate (Month/Day/Year) | (First) (Middle) ELIXIS, INC. RAND AVE. SAN (State) (Zip) Table I - Nor Security (Instr. 3) Table II - Conversion or Exercise Price of Derivative Security Security (Month/Day/Year) | (First) (Middle) ELIXIS, INC. RAND AVE. SAN (State) (Zip) Table I - Non-Derive (Month/M | (First) (Middle) (SELIXIS, INC. RAND AVE. SAN (State) (Zip) Table I - Non-Derivative (Month/Day/Y) Table II - Derivative (e.g., puts, if any (Month/Day/Year) Conversion or Exercise Price of Derivative Security Security Security Security Security Code Code Code Code | (First) (Middle) (ELIXIS, INC. RAND AVE. SAN (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Sec (e.g., puts, call Conversion or Exercise Price of Derivative Security (Month/Day/Year) A. 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(State) (Zip) Table I - Non-Derivative Securities Acquired, Include (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code Table II - Derivative Securities Acquired, Execution Date, (e.g., puts, calls, warrants, option Conversion or Exercise Price of Derivative Securities (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) (instr. 3, 4 and 5) (Code V (A) (D) Date Exercisab | (First) (Middle) (ELIXIS, INC. (RAND AVE. SAN (State) (Zip) Table I - Non-Derivative Securities Acquired, Dispression of Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Dispression of Exercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Conversion of Exercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/ | (First) (Middle) ELIXIS, INC. RAND AVE. 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[EXEL] 3. Date of Earliest Transaction (Month/Day/Year) 5. Date of Earliest Transaction (Month/Day/Year) 5. Date of Earliest Transaction (Month/Day/Year) 5. Annu AVE. 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Individual or Joint/Group Filing Line) X Form filed by One Reported Transaction Date (Month/Day/Year) 6. Individual or Joint/Group Filing Line) X Form filed by One Reported Transaction Date (Month/Day/Year) 6. Individual or Joint/Group Filing Line) X Form filed by One Reported Transaction Date (An or Disposed Of, or Beneficially Owned Form Date (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(S (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Instr. 3 and 4) Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 2. 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Explanation of Responses

1. Option granted pursuant to the Exelixis, Inc. 2014 Equity Incentive Plan. The option is exercisable immediately, subject to repurchase provisions, and will vest as to 1/12th of the shares subject to the option each month following the date of grant, subject to the optionee's continuous service through such dates.

Remarks:

/s/ Jeffrey J. Hessekiel, Attorney in Fact 05/28/2015

** 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.