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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K/A**  
(Amendment No. 1)

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): March 6, 2010**

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**EXELIXIS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-30235**  
(Commission File Number)

**04-3257395**  
(IRS Employer  
Identification No.)

**249 East Grand Ave.**  
**P.O. Box 511**  
**South San Francisco, California 94083-0511**  
(Address of principal executive offices, and including zip code)

**(650) 837-7000**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Explanatory Note

On March 8, 2010, Exelixis, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Original Form 8-K”) reporting a restructuring plan that resulted in a reduction of the Company’s workforce by approximately 40%, or 270 employees. At the time the Original Form 8-K was filed, the Company was unable in good faith to make a determination of the estimates or range of estimates required by paragraphs (b), (c) and (d) of Item 2.05 of Form 8-K. The Company is filing this Amendment on Form 8-K/A (this “Form 8-K/A”) to amend the Original Form 8-K to report the restructuring charge that it recorded in the first quarter of 2010, estimates of the expenses that will be incurred, and estimates of the charges that will result in future cash expenditures. The disclosure contained in Item 2.05 of the Original Form 8-K is hereby replaced in its entirety by the disclosure contained in Item 2.05 of this Form 8-K/A.

### **Item 2.05. Costs Associated with Exit or Disposal Activities.**

On March 6, 2010, a special committee of the Company’s Board of Directors of Exelixis, Inc. (the “Company”) approved a restructuring plan that resulted in a reduction of the Company’s workforce by approximately 40%, or 270 employees. On March 8, 2010, the Company notified the affected employees impacted by the restructuring plan.

The restructuring plan is a consequence of the Company’s continued strategy to focus resources on the development of its most advanced clinical compounds, XL184 and XL147/XL765, and ongoing efforts to reduce costs. While the Company will continue to maintain an integrated research and development organization, the workforce reduction was weighted towards the Company’s drug discovery group. The Company has maintained capabilities in all aspects of drug discovery and expects to continue to generate novel investigational new drug application-, or IND-,ready compounds, although fewer on a yearly basis for the foreseeable future than the Company has generated historically. The Company has retained the ability to meet all of its obligations to existing partners. Further, as a result of the Company’s retained research capabilities and numerous unpartnered clinical and preclinical compounds, the Company expects that its ongoing and future business development discussions will be unaffected by the restructuring. The Company believes that the restructuring increases its financial strength and positions the Company for longer-term sustainable growth.

As a result of the restructuring plan, the Company expects to incur total charges of approximately \$25.1 million, including \$12.5 million in the aggregate related to one-time termination benefits, \$9.9 million in the aggregate for facility-related charges, \$2.5 million in the aggregate in non-cash charges related to the impairment of various assets and \$0.2 million for related legal and other fees. The timing for the charges is described below:

*First Quarter 2010 Charge.* In the first quarter of 2010, the Company recorded a charge of approximately \$16.1 million, which included \$12.2 million related to one-time termination benefits, \$2.5 million in non-cash charges related to the impairment of various assets, \$1.2 million related to the closure of the Company’s facility in San Diego, California (the “San Diego Facility”) and \$0.2 million for related legal and other fees.

*Future Charge.* The Company expects to record a further charge of approximately \$8.8 million during the second quarter of 2010, including \$8.7 million relating to facility-related charges in connection with the anticipated sublease and exit of one of the Company’s buildings in South San Francisco, California (the “South San Francisco Building”) and the closure of the San Diego Facility and \$0.1 million related to one-time termination benefits. The Company expects further charges of approximately \$0.2 million during the second half of 2010 related to one-time termination benefits.

The Company expects that the restructuring plan will result in total cash expenditures of approximately \$25 million, of which \$1.8 million was paid in the first quarter of 2010 and \$11.5 million is expected to be paid in the second quarter of 2010. The balance of \$11.7 million is expected to be paid out over an additional 5.5 years and primarily relates to payments due under the lease for the South San Francisco Building.

The additional estimated \$9.0 million restructuring charge that the Company expects to incur in 2010 in connection with the restructuring is subject to a number of assumptions, and actual results may materially differ. For example, the Company's estimate for sublease income relating to the South San Francisco Building is based upon significant assumptions, including signing a definitive sublease agreement and the timing for exiting such building. If the Company is unable to sign a definitive sublease agreement or the timing to exit the South San Francisco Building changes, then the Company would need to update its estimate of the lease exit costs. The Company may also incur other material charges not currently contemplated due to events that may occur as a result of, or associated with, the restructuring plan.

This current report on Form 8-K contains forward-looking statements, including, but not limited to, statements related to the timing of completion of actions related to the Company's restructuring plan, the development of the Company's most advanced clinical compounds, ongoing efforts to reduce costs, the generation of novel IND-ready compounds, the satisfaction of the Company's obligations to existing partners, ongoing and future business development discussions, the Company's future financial strength and growth, and the expected charges and expenses related to the Company's restructuring plan, and the timing thereof. Words such as "expects," "anticipates," "will," "may," "plans," and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon the Company's current plans, assumptions, beliefs, and expectations. Forward-looking statements involve risks and uncertainties. The Company's actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks related to the Company's ability to implement the restructuring plan to the extent currently anticipated, the impact of the workforce reduction on the Company's business, unanticipated expenses and charges not currently contemplated that may occur as a result of the restructuring plan, the Company's ability to execute on its strategy and general business and economic conditions. The Company's annual report on Form 10-K for the fiscal year ended January 1, 2010 contains under the heading "Risk Factors" a more comprehensive description of risks to which the Company is subject. The Company expressly disclaims any duty, obligation, or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions, or circumstances on which any such statements are based.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 5, 2010

EXELIXIS, INC.

/s/ James B. Bucher

Vice President, Corporate Legal Affairs and Secretary