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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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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): May 23, 2012**

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**EXELIXIS, INC.**

(Exact name of registrant as specified in its charter)

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

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**000-30235**  
(Commission  
File Number)

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

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**210 East Grand Ave.**  
**South San Francisco, California 94080**  
(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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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 23, 2012, at the 2012 Annual Meeting of Stockholders (the “Annual Meeting”) of Exelixis, Inc. (the “Company”), the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of the Company’s common stock from 200,000,000 to 400,000,000. The increase in the number of authorized shares of the Company’s common stock was effected pursuant to a Certificate of Amendment of Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) filed with the Secretary of State of the State of Delaware, which was filed and effective on May 23, 2012. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held its Annual Meeting on May 23, 2012, at the Company’s offices located at 210 East Grand Avenue, South San Francisco, CA 94080. At the Annual Meeting, Company stockholders were asked to vote upon:

1. The election of three Class I directors for a three-year term until the 2015 annual meeting of stockholders. The nominees for election to these positions were Charles Cohen, Ph.D., George Poste, D.V.M., Ph.D., FRS, and Jack L. Wyszomierski;
2. The ratification of the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as Exelixis’ independent registered public accounting firm for the fiscal year ending December 28, 2012;
3. The approval of an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 200,000,000 to 400,000,000; and
4. The approval, on an advisory basis, of the compensation of the Company’s named executive officers, as disclosed in the Company’s Proxy Statement for the Annual Meeting.

The voting results of the matters presented at the Annual Meeting are as follows:

1. The election of each of Drs. Cohen and Poste, and Mr. Wyszomierski, as directors of the Company until the 2015 annual meeting of stockholders, and until his successor is elected and qualified, or until his earlier death, resignation or removal, was approved as follows:

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKEN NON-VOTES</u>
Charles Cohen, Ph.D.	88,435,372	3,742,044	154,034	33,366,456
George Poste, D.V.M., Ph.D., FRS	88,810,877	3,371,959	148,614	33,366,456
Jack L. Wyszomierski	88,732,741	3,436,313	162,396	33,366,456

The Company’s Class II directors, Carl B. Feldbaum, Esq., Alan M. Garber, M.D., Ph.D. and Vincent T. Marchesi, M.D., Ph.D., will each continue to serve on the Board of Directors until the 2013 annual meeting of stockholders and until his successor is elected and qualified, or until his earlier death, resignation or removal. The Company’s Class III directors, Frank McCormick, Ph.D., FRS, Michael M. Morrissey, Ph.D., Stelios Papadopoulos, Ph.D., George A. Scangos, Ph.D. and Lance Willsey, M.D., will each continue to serve on the Board of Directors until the 2014 annual meeting of stockholders and until his successor is elected and qualified, or until his earlier death, resignation or removal.

2. The ratification of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 28, 2012 was approved as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
124,011,817	838,795	847,294	0

3. The amendment to the Company's Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 200,000,000 to 400,000,000 was approved as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
114,443,545	10,727,709	526,652	0

4. The compensation of the Company's named executive officers, as disclosed in the Company's Proxy Statement for the Annual Meeting, received advisory approval as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
77,073,756	15,063,209	194,485	33,366,456

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
3.1	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Exelixis, Inc.

**SIGNATURE**

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

EXELIXIS, INC.

Date: May 25, 2012

/s/ James B. Bucher

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James B. Bucher

Vice President, Corporate Legal Affairs and Secretary

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
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**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
EXELIXIS, INC.**

**MICHAEL M. MORRISSEY** hereby certifies that:

1. The original name of this corporation is Exelixis Pharmaceuticals, Inc. and the date of filing the original Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware is November 15, 1994.
2. He is the duly elected and acting President and Chief Executive Officer of Exelixis, Inc., a Delaware corporation (the "Corporation").
3. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by amending Article IV thereof to read in its entirety as follows:

**"IV.**

**Classes of Stock.** This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which this Corporation is authorized to issue is four hundred and ten million (410,000,000) shares. Four hundred million (400,000,000) shares shall be Common Stock, each having a par value of one-tenth of one cent (\$0.001). Ten million (10,000,000) shares shall be Preferred Stock, each having a par value of one-tenth of one cent (\$0.001).

**Preferred Stock.** The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing a certificate (a "Preferred Stock Designation") pursuant to the Delaware General Corporation Law ("DGCL"), to fix or alter from time to time the designation, powers, preferences, and rights of the shares of each such series and the qualifications, limitations or restrictions of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to adoption of the resolution originally fixing the number of shares of such series."

4. All other provisions of the Amended and Restated Certificate of Incorporation of the Corporation shall remain in full force and effect.

5. This amendment of the Amended and Restated Certificate of Incorporation of the Corporation was duly approved by the Board of Directors and the stockholders of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, Exelixis, Inc. has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer this 23rd day of May, 2012.

**EXELIXIS, INC.**

By: /s/ Michael M. Morrissey  
Michael M. Morrissey  
President and Chief Executive Officer