UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No.)*

Exelixis, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

30161Q104

(Cusip Number)

Hannah E. Dunn Farallon Capital Management, L.L.C. One Maritime Plaza, Suite 2100 San Francisco, California 94111 (415) 421-2132

(Name, Address, and Telephone Number of Person Authorized to Receive Notices and Communications)

March 9, 2023

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)
Page 1 of 52 Pages
Exhibit Index Found on Page 42

1	NAMES OF REPORTING PERSONS						
-	Farallon Capital Partners, L.P.						
	CHECK THE A	APPROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [X]				
			(a) [A] (b) []**				
2	** The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),						
	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial						
			ecurities reported by it on this cover page.				
3	SEC USE ONL						
4	SOURCE OF F	UNDS (See Ins	tructions)				
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	CITIZENSHIP	OR PLACE O	FORGANIZATION				
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		_	SOLE VOTING POWER				
		7					
	F		SHARED VOTING POWER				
NUMBER O	F SHARES	8					
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		10	SHARED DISPOSITIVE POWER				
		10	1,959,620				
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12		CERTAIN SHARES (See Instructions)					
12			[]				
10	PERCENT OF	CLASS REPR	ESENTED BY AMOUNT IN ROW (11)				
13	0.6%						
		ORTING PER	SON (See Instructions)				
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1	NAMES OF REPORTING PERSONS					
1	Farallon Capital Institutional Partners, L.P.					
	CHECK THE AI	PROPRIATI	E BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) [X] (b) []**			
2	** The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),					
_	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial					
	owner only of the securities reported by it on this cover page.					
3	SEC USE ONLY	<u> </u>				
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1	NAMES OF REP	NAMES OF REPORTING PERSONS					
1	Farallon Capital Institutional Partners II, L.P.						
	CHECK THE AP	PROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)				
	CHECK THE AT	IKOIKIAI	(a) [X]				
_			(a) [A] (b) []**				
2	**	The rer	porting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),				
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	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.						
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Page 4 of 52 Pages

	NAMES OF REP	NAMES OF REPORTING PERSONS				
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	Farallon Capital Institutional Partners III, L.P.					
	CHECK THE AF	PROPRIATI	E BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) [X] (b) []**			
2	**	The ren	orting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),			
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		representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.				
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			0			
			SHARED DISPOSITIVE POWER			
		10				
			332,586			
11	AGGREGATE A	MOUNT BEI	NEFICIALLY OWNED BY EACH REPORTING PERSON			
11	332,586					
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	0.1%					
14	TYPE OF REPO	KTING PERS	SON (See Instructions)			
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4	NAMES OF REPORTING PERSONS						
1	Four Crossings Institutional Portners V. I. D.						
	Four Crossings Institutional Partners V, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						
	CHECK THE AI	IKOIKIAII	(a) [X]				
			(b) **				
2	**	The rep	porting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),				
	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial						
		owner only of the securities reported by it on this cover page.					
3	SEC USE ONLY	V	ı ı				
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	Delaware						
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BENEFICIALL			442,347				
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	_		SHARED DISPOSITIVE POWER				
		10	SHARED DISTOSITIVE FOWER				
		10	442,347				
	AGGREGATE A	MOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON				
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		442,347 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES					
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1	NAMES OF REPORTING PERSONS						
1	Farallon Capital Offshore Investors II, L.P.						
	CHECK THE AP	PROPRIAT	E BOX IF A MEMBER OF A GROUP (See Instructions)				
	CHECK THE AI	IKOIKIAI	(a) [X]				
_			(b) []**				
2	**	The rer	porting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),				
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	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.						
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6	CITIZENSHIP O	R PLACE O	OF ORGANIZATION				
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			SHARED DISPOSITIVE POWER				
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	NAMES OF REP	ORTING PE	RSONS				
1	Favallan Canita	Farallon Capital (AM) Investors, L.P.					
			E BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) [X]				
2	**	TD1	(b) []**				
	The reporting persons making time fining hold an aggregate of 25,400,000 Shares (as defined in item 1),						
		representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.					
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11	AGGREGATE A	MOUNT DE	NEFICIALLY OWNED BY EACH REPORTING PERSON				
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1 4	NAMES OF REI	NAMES OF REPORTING PERSONS				
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		Farallon Capital F5 Master I, L.P.				
	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) [X]			
			(b) []**			
2	**	The rer	porting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),			
		representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial				
			ecurities reported by it on this cover page.			
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		_	SOLE VOTING POWER			
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NUMBER (OF SHARES	8				
BENEFICIALI	LY OWNED BY	· ·	845,208			
EACH REPOR	TING PERSON		SOLE DISPOSITIVE POWER			
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		10	James Did Gill Ville			
		10	845,208			
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11	AGGREGATE	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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10	PERCENT OF C	CLASS REPR	ESENTED BY AMOUNT IN ROW (11)			
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	TYPE OF REPO	ORTING PER	SON (See Instructions)			
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1	NAMES OF RE						
	Farallon Healthcare Partners Master, L.P.						
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [X] (b) [] ** The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as d							
		representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.					
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4	SOURCE OF FU	SOURCE OF FUNDS (See Instructions)					
5	TO ITEMS 2(d)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []					
6	CITIZENSHIP (Cayman Island		F ORGANIZATION				
		7	SOLE VOTING POWER 0				
NUMBER C BENEFICIALI	Y OWNED BY	8	SHARED VOTING POWER 12,507,800				
EACH REPOR WI	FING PERSON TH	9	SOLE DISPOSITIVE POWER 0				
		10	SHARED DISPOSITIVE POWER 12,507,800				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,507,800						
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []						
13	3.9%		ESENTED BY AMOUNT IN ROW (11)				
14	TYPE OF REPO	ORTING PERS	SON (See Instructions)				

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1	NAMES OF REPORTING PERSONS					
1	Farallon Partners, L.L.C.					
			E BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) [X]			
2	(b)[]**					
Z	**	_	orting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),			
	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial					
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Page 11 of 52 Pages

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NAMES OF REPORTING PERSONS 1 Farallon Institutional (GP) V, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [X] 2 The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1), representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. 3 SOURCE OF FUNDS (See Instructions) 4 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5 CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware SOLE VOTING POWER 7 SHARED VOTING POWER 8 NUMBER OF SHARES 442,347 BENEFICIALLY OWNED BY EACH REPORTING PERSON SOLE DISPOSITIVE POWER WITH 9 SHARED DISPOSITIVE POWER 10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES 12 CERTAIN SHARES (See Instructions) []PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 TYPE OF REPORTING PERSON (See Instructions) 14

1	NAMES OF REPORTING PERSONS						
I	Farallon F5 (GP), L.L.C.						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						
			(a) [X] (b) []**				
2	**	The rep	porting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),				
	repres	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial					
			ecurities reported by it on this cover page.				
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_	NAMES OF REPORTING PERSONS						
1							
	Farallon Healthcare Partners (GP), L.L.C.						
	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
			(a) [X]				
			(b) []**				
2	** The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),						
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	SEC USE ONLY	•	centures reported by it on this cover page.				
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13							
	3.9%						
4.4	TYPE OF REP	ORTING PER	SON (See Instructions)				
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1	NAMES OF REPORTING PERSONS					
1	Joshua J. Dapice					
			E BOX IF A MEMBER OF A GROUP (See Instructions)			
		(a) [X]				
•			(b) []**			
2	** The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),					
	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial					
	owner	only of the s	ecurities reported by it on this cover page.			
3	SEC USE ONLY					
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4	SOURCE OF FU	NDS (See Ins	tructions)			
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
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		AGGREGAT	TE AMOUNT IN ROW (11) EXCLUDES			
12	CERTAIN SHAR	RES (See Instr				
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	PERCENT OF C	T ACC DEDD	ESENTED BY AMOUNT IN ROW (11)			
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	7.2%					
1.1	TYPE OF REPO	RTING PERS	SON (See Instructions)			
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1		NAMES OF REPORTING PERSONS Philip D. Dreyfuss				
		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) [X]			
2	(b)[]**					
2	** The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),					
	_	_	of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial			
		•	ecurities reported by it on this cover page.			
3	SEC USE ONL	Y				
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11						
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12	PERCENT OF	CLASS REPR	ESENTED BY AMOUNT IN ROW (11)			
13	7.2%					
		ORTING PER	SON (See Instructions)			
14						
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1		NAMES OF REPORTING PERSONS Hannah E. Dunn					
			E BOX IF A MEMBER OF A GROUP (See Instructions)				
	CHECK THE A	I I KOI KIAI	(a) [X]				
_			(b) []**				
2	** The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),						
			of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial				
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			23,466,000				
11	AGGREGATE A	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON				
11	23,466,000						
			TE AMOUNT IN ROW (11) EXCLUDES				
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13	7.2%						
		ORTING PER	SON (See Instructions)				
14	IN						

1	NAMES OF R Michael B. Fi	EPORTING PE	RSONS				
			E BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) [X]				
2	**	The wee	(b) []** nouting passens making this filing hold an aggregate of 22 466 000 Shares (as defined in Item 1)				
2	The reporting persons making this ining note an aggregate of 25,400,000 Shares (as defined in item 1),						
	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.						
2	SEC USE ONI		ecurities reported by it on this cover page.				
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	SOURCE OF 1	FUNDS (See Ins	tructions)				
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11	AGGREGATE	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON				
11	23,466,000						
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12	CERTAIN SHA	ARES (See Instr	ructions) []				
			1 1				
1.0	PERCENT OF	CLASS REPR	ESENTED BY AMOUNT IN ROW (11)				
13	7.2%						
		PORTING PER	SON (See Instructions)				
14		JIIIII III	551. (555				
	IN						

1		NAMES OF REPORTING PERSONS Richard B. Fried				
			E BOX IF A MEMBER OF A GROUP (See Instructions)			
			(a) [X]			
•	ateate		(b)[]**			
2	** The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),					
	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial					
		owner only of the securities reported by it on this cover page.				
3	SEC USE ONLY					
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	N/A	CI OSUDE OI	F LEGAL PROCEEDINGS IS REQUIRED PURSUANT			
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(CITIZENSHIP (CITIZENSHIP OR PLACE OF ORGANIZATION				
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	e intea states		SOLE VOTING POWER			
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NUMBER O	ECHADEC	Q	SHARED VOTING POWER			
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		10	SHARED DISPOSITIVE POWER			
		10	23,466,000			
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11	22.466.000					
	23,466,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES					
10	CERTAIN SHAI	CERTAIN SHARES (See Instructions)				
12						
13	PERCENT OF C	JLASS REPRI	ESENTED BY AMOUNT IN ROW (11)			
13	7.2%					
4.4		ORTING PERS	SON (See Instructions)			
14	, , , , , , , , , , , , , , , , , , ,					
	IN					

1		NAMES OF REPORTING PERSONS Varun N. Gehani				
2	** The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1), representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.					
3	SEC USE ONL	Y				
4	SOURCE OF F N/A	UNDS (See Ins	tructions)			
5	TO ITEMS 2(d	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []				
6	CITIZENSHIP United States	OR PLACE O	F ORGANIZATION			
		7	SOLE VOTING POWER 0			
NUMBER O BENEFICIALL	Y OWNED BY	8	SHARED VOTING POWER 23,466,000			
EACH REPORT WIT	ГING PERSON ГН	9	SOLE DISPOSITIVE POWER 0			
		10	SHARED DISPOSITIVE POWER 23,466,000			
11	23,466,000	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 23,466,000				
12	CERTAIN SHA	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)				
13	7.2%		ESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF REPORTING PERSON (See Instructions) IN					

Page 20 of 52 Pages

1	NAMES OF REPORTING PERSONS						
1	Nicolas Giauqu	Nicolas Giauque					
			E BOX IF A MEMBER OF A GROUP (See Instructions)				
			(a) [X] (b) []**				
2	**	The re	porting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),				
	repres	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial					
	owner	owner only of the securities reported by it on this cover page.					
3	SEC USE ONLY	,					
	SOURCE OF FU	JNDS (See Ins	structions)				
4	N/A						
	CHECK IF DIS	CLOSURE O	F LEGAL PROCEEDINGS IS REQUIRED PURSUANT				
5	TO ITEMS 2(d)	OR 2(e)					
	CITIZENSHIP (OR PLACE C	OF ORGANIZATION				
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11	AGGREGATE A	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON				
11	23,466,000						
12	CHECK IF THE	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)					
14		`					
13	PERCENT OF C	CLASS REPR	RESENTED BY AMOUNT IN ROW (11)				
13	7.2%						
1.4	TYPE OF REPO	RTING PER	SON (See Instructions)				
14	IN	IN I					

1	NAMES OF REPORTING PERSONS 1					
	David T. Kim CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
2	(a) [X] (b) []** ** The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1), representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial					
2	SEC USE ONLY	•	ecurities reported by it on this cover page.			
3						
4	SOURCE OF F N/A	UNDS (See Ins	tructions)			
5	TO ITEMS 2(d)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []				
6	CITIZENSHIP United States	OR PLACE O	F ORGANIZATION			
•		7	SOLE VOTING POWER 0			
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EACH REPOR WI		9	SOLE DISPOSITIVE POWER 0			
		10	SHARED DISPOSITIVE POWER 23,466,000			
11	23,466,000	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 23,466,000				
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%					
14	TYPE OF REPORTING PERSON (See Instructions) IN					

Page 22 of 52 Pages

14

IN

NAMES OF REPORTING PERSONS 1 Michael G. Linn CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [X] 2 The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1), representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. SEC USE ONLY 3 SOURCE OF FUNDS (See Instructions) 4 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5 CITIZENSHIP OR PLACE OF ORGANIZATION 6 SOLE VOTING POWER 7 SHARED VOTING POWER 8 NUMBER OF SHARES 23,466,000 BENEFICIALLY OWNED BY EACH REPORTING PERSON SOLE DISPOSITIVE POWER WITH 9 SHARED DISPOSITIVE POWER **10** 23,466,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 23,466,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) **12** [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 TYPE OF REPORTING PERSON (See Instructions)

1	NAMES OF REP	NAMES OF REPORTING PERSONS					
1	Rajiv A. Patel						
	CHECK THE AI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)					
		(a) [X] (b) []**					
2	**						
	represe	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial					
			ecurities reported by it on this cover page.				
3	SEC USE ONLY						
	SOURCE OF FU	NDS (See Inc	tructions)				
4	SOURCE OF FU	NDS (See IIIs	ti uctions)				
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	CARLES TO THE COLUMN TO THE CO	D DI AGE O	D ODG ANYZ ATVON				
6	CITIZENSHIP C	OR PLACE O	F ORGANIZATION				
U	United States	United States					
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	OF SHARES LY OWNED BY	8	23,466,000				
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	 		SHARED DISPOSITIVE POWER				
		10					
	ACCRECATE A	MOUNT RE	23,466,000 NEFICIALLY OWNED BY EACH REPORTING PERSON				
11		MOUNT DE	CEITEINEEL OWNED BY ENCH RELORIENG LEASON				
	23,466,000	ACCRECAT	EE AMOUNT IN DOW (41) EVOLUNES				
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)					
12							
	PERCENT OF C	LASS REPR	ESENTED BY AMOUNT IN ROW (11)				
13		LASS KLI K	ESERVIED DI AMOGRATIARON (II)				
	7.2%	DTIMO BED	SON (Car Instanctions)				
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17	IN						

1	NAMES OF REPORTING PERSONS					
	Thomas G. Ro					
	CHECK THE A	APPROPRIATI	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [X]			
			(a) [A] (b) []**			
2	**	The rep	oorting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),			
	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial					
	_	-	ecurities reported by it on this cover page.			
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4	SOURCE OF F	UNDS (See Ins	tructions)			
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			23,466,000			
11	AGGREGATE	AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTING PERSON			
11	23,466,000					
		E AGGREGAT	TE AMOUNT IN ROW (11) EXCLUDES			
	CERTAIN SHA		ructions)			
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	PERCENT OF	CLASS REPR	ESENTED BY AMOUNT IN ROW (11)			
13			(-)			
	7.2%					
14	TYPE OF REP	ORTING PERS	SON (See Instructions)			
14	IN					

1	NAMES OF REI	NAMES OF REPORTING PERSONS Edric C. Saito				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [X] (b) []** ** The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1), representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.					
3	SEC USE ONLY					
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		7	SOLE VOTING POWER 0			
NUMBER O BENEFICIALL	Y OWNED BY	8	SHARED VOTING POWER 23,466,000			
EACH REPORT WI'		9	SOLE DISPOSITIVE POWER 0			
		10	SHARED DISPOSITIVE POWER 23,466,000			
11	23,466,000		NEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CERTAIN SHAI	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []				
13	7.2%	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%				
14	TYPE OF REPO	TYPE OF REPORTING PERSON (See Instructions)				

1	NAMES OF REPORTING PERSONS						
	William Seybold CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						
	CHECK THE A	PPROPRIAI	E BOX IF A MEMBER OF A GROUP (See Instructions) (a) [X]				
			(b) []**				
2	**	The rep	porting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),				
	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial						
		•	securities reported by it on this cover page.				
3	SEC USE ONLY						
	SOURCE OF FU	NDS (See In	structions)				
4	SOURCE OF TE	TIDS (See III.	su detions)				
_	N/A						
			F LEGAL PROCEEDINGS IS REQUIRED PURSUANT				
5	TO ITEMS 2(d)	OK 2(e)					
	CITIZENSHIP (OR PLACE C	OF ORGANIZATION				
6	United States	United States					
	SOLE VOTING POWER						
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	<u> </u>		U SHARED VOTING POWER				
NUMBER O	FSHARES	8	SHARED VOTING FOWER				
BENEFICIALL	Y OWNED BY		23,466,000				
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			SHARED DISPOSITIVE POWER				
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	AGGREGATE A	23,466,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	riggreen in a	INIOUNT BE	NEITHER OWNED DI ENCIPALITATION LERSON				
	23,466,000	· · ·					
12	CHECK IF THE CERTAIN SHAF		TE AMOUNT IN ROW (11) EXCLUDES				
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13	7.2%						
		RTING PER	SON (See Instructions)				
14							
_ <u></u>	in						

1	NAMES OF REPORTING PERSONS							
		Daniel S. Short						
	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [X]						
	(a) [A] (b) []**							
2	** The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),							
	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial							
	owner only of the securities reported by it on this cover page.							
3	SEC USE ONLY	SEC USE ONLY						
4	SOURCE OF FU	SOURCE OF FUNDS (See Instructions)						
4	N/A	NI/A						
		N/A CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT						
5	TO ITEMS 2(d) OR 2(e)							
5								
	CITIZENSHIP OR PLACE OF ORGANIZATION							
6	United States							
			SOLE VOTING POWER					
		7						
			SHARED VOTING POWER					
NUMBER O	F SHARES	8						
BENEFICIALL EACH REPORT			23,466,000					
WI'		9	SOLE DISPOSITIVE POWER					
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		10	SHARED DISPOSITIVE POWER					
			23,466,000					
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
11	22.477.000							
	23,466,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES							
12	CERTAIN SHARES (See Instructions)							
	PERCENT OF C	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13	ERCENT OF CERSO REFREDERIED DT AMOUNT IN ROW (11)							
	7.2%							
14	TYPE OF REPORTING PERSON (See Instructions)							
	IN							

Page 28 of 52 Pages

1	NAMES OF REPORTING PERSONS							
	Andrew J. M. Spokes							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [X]							
_	(a) [A] (b) []**							
2	** The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1),							
	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial							
	owner only of the securities reported by it on this cover page.							
3	SEC USE ONLY							
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4	SOURCE OF FUNDS (See Instructions)							
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	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT							
5	TO ITEMS 2(d) OR 2(e)							
	l I							
	CITIZENSHIP OR PLACE OF ORGANIZATION							
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	Ollited Kingu	iom	SOLE VOTING POWER					
	TING PERSON	7						
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NIIMBED OI		8	SHARED VOTING POWER					
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			SHARED DISPOSITIVE POWER					
		10	SIMILE DISTOSTIVE TOWER					
			23,466,000					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
11	23,466,000							
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES							
	CERTAIN SHARES (See Instructions)							
	[]							
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	7.20/							
	7.2% TYPE OF REPORTING PERSON (See Instructions)							
14		ORTHOTER	SOT (See Instructions)					
	IN							

NAMES OF REPORTING PERSONS 1 John R. Warren CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [X] 2 The reporting persons making this filing hold an aggregate of 23,466,000 Shares (as defined in Item 1), representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. 3 SOURCE OF FUNDS (See Instructions) 4 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 5 CITIZENSHIP OR PLACE OF ORGANIZATION 6 **United States** SOLE VOTING POWER 7 SHARED VOTING POWER 8 NUMBER OF SHARES BENEFICIALLY OWNED BY 23,466,000 EACH REPORTING PERSON SOLE DISPOSITIVE POWER WITH 9 SHARED DISPOSITIVE POWER 10 23,466,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 23,466,000 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) 12 [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 TYPE OF REPORTING PERSON (See Instructions) 14 ΙN

1	NAMES OF REPORTING PERSONS Mark C. Wehrly						
			E BOX IF A MEMBER OF A GROUP (See Instructions)				
	(a) X						
2	**	The wee	(b) []** positing passens making this filing hold an aggregate of 22 466 000 Shares (as defined in Itam 1)				
4	The reporting persons making this ining hold an aggregate of 25,400,000 Shares (as defined in Item 1),						
	representing 7.2% of the class of securities outstanding. The reporting person on this cover page, however, is a beneficial						
	owner only of the securities reported by it on this cover page. SEC USE ONLY						
3							
	SOURCE OF FUNDS (See Instructions)						
4	N/A						
		CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT					
5	TO ITEMS 2(d						
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		10	SHARED DISPOSITIVE POWER				
Ĭ		10	23,466,000				
4.4	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
11	23,466,000						
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES						
12	CERTAIN SHARES (See Instructions)						
	DEDCENT OF	DED CENT OF CLASS DEDDESCRITED DV AMOUNT IN DOW (11)					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	7.2%						
14	TYPE OF REP	ORTING PERS	SON (See Instructions)				
	IN						
	1						

Item 1. Security and Issuer

This statement relates to shares of common stock, par value \$0.001 per share (the "Shares"), of Exelixis, Inc. (the "Company"). The principal executive office of the Company is 1851 Harbor Bay Parkway, Alameda, California 94502.

Item 2. <u>Identity and Background</u>

(a) This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("<u>FCP</u>"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it:
- (v) Four Crossings Institutional Partners V, L.P., a Delaware limited partnership ("<u>FCIP V</u>"), with respect to the Shares held by it;
- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it;
- (vii) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership ("FCAMI"), with respect to the Shares held by it;
- (viii) Farallon Capital F5 Master I, L.P., a Cayman Islands exempted limited partnership ("F5MI"), with respect to the Shares held by it; and
- (ix) Farallon Healthcare Partners Master, L.P., a Cayman Islands exempted limited partnership ("FHPM"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, FCIP V, FCOI II, FCAMI, F5MI and FHPM are together referred to herein as the "Farallon Funds."

The Farallon General Partner

(x) Farallon Partners, L.L.C., a Delaware limited liability company (the "<u>Farallon General Partner</u>"), which is (i) the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI, and (ii) the sole member of each of the FCIP V General Partner (as defined below) and the FHPM General Partner (as defined below) with respect to the Shares held by each of the Farallon Funds other than F5MI.

The FCIP V General Partner

(xi) Farallon Institutional (GP) V, L.L.C., a Delaware limited liability company (the "FCIP V General Partner"), which is the general partner of FCIP V, with respect to the Shares held by FCIP V.

The F5MI General Partner

(xii) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the "F5MI General Partner"), which is the general partner of F5MI, with respect to the Shares held by F5MI.

The FHPM General Partner

(xiii) Farallon Healthcare Partners (GP), L.L.C., a Delaware limited liability company (the "FHPM General Partner"), which is the general partner of FHPM, with respect to the Shares held by FHPM.

The Farallon Individual Reporting Persons

(xiv) The following persons, each of whom is a managing member or senior managing member, as the case may be, of the Farallon General Partner, and a manager or senior manager, as the case may be, of the FCIP V General Partner, the F5MI General Partner and the FHPM General Partner, with respect to the Shares held by the Farallon Funds: Joshua J. Dapice ("Dapice"); Philip D. Dreyfuss ("Dreyfuss"); Hannah E. Dunn ("Dunn"); Michael B. Fisch ("Fisch"); Richard B. Fried ("Fried"); Varun N. Gehani ("Gehani"); Nicolas Giauque ("Giauque"); David T. Kim ("Kim"); Michael G. Linn ("Linn"); Rajiv A. Patel ("Patel"); Thomas G. Roberts, Jr. ("Roberts"); Edric C. Saito ("Saito"); William Seybold ("Seybold"); Daniel S. Short ("Short"); Andrew J. M. Spokes ("Spokes"); John R. Warren ("Warren"); and Mark C. Wehrly ("Wehrly").

Dapice, Dreyfuss, Dunn, Fisch, Fried, Gehani, Giauque, Kim, Linn, Patel, Roberts, Saito, Seybold, Short, Spokes, Warren and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

- (b) The address of the principal business office of (i) each of the Farallon Funds is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111, and (ii) each of the FCIP V General Partner, the F5MI General Partner, the FHPM General Partner and the Farallon Individual Reporting Persons is set forth in Annex 1 hereto.
- (c) The principal business of each of the Farallon Funds is that of a private investment entity engaging in the purchase and sale of investments for its own account. The principal business of the Farallon General Partner is to act as the general partner of investment partnerships, including FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI, and as the sole member of general partners of investment partnerships, including the FCIP V General Partner and the FHPM General Partner. The principal business of each of the Farallon Individual Reporting Persons is set forth in Annex 1 hereto.

- (d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws
- (f) The jurisdiction of organization of each of the Farallon Funds, the Farallon General Partner, the FCIP V General Partner, the F5MI General Partner and the FHPM General Partner is set forth above. Each of the Farallon Individual Reporting Persons, other than Giauque and Spokes, is a citizen of the United States. Giauque is a citizen of France. Spokes is a citizen of the United Kingdom.

The other information required by Item 2 relating to the identity and background of the Reporting Persons is set forth in Annex 1 hereto.

Item 3. Source and Amount of Funds or Other Consideration

The approximate net investment cost for the Shares held by each of the Farallon Funds is set forth below:

Entity	Number of Shares Held	Approx. Net Investment Cost
FCP	1,959,620	\$33,089,146
FCIP	2,450,882	\$41,318,860
FCIP II	649,197	\$11,063,831
FCIP III	332,586	\$5,682,040
FCIP V	442,347	\$7,514,391
FCOI II	4,059,527	\$68,589,662
FCAMI	218,833	\$3,725,536
F5MI	845,208	\$14,454,596
FHPM	12,507,800	\$224,597,482
		\$410,035,544

The consideration for such acquisitions was obtained from working capital and/or from borrowings pursuant to margin accounts maintained by the Farallon Funds with one or more brokers in the ordinary course of business. Such margin accounts from time to time may have debit balances secured by Shares. Since other securities may be held in such margin accounts, it may not be possible to determine the amount, if any, of margin borrowings used to acquire the Shares.

Item 4. Purpose of Transaction

The disclosure set forth in Items 5 and 6 below is hereby incorporated by reference in this Item 4.

The Reporting Persons believe that the securities of the Company are deeply undervalued and represent an attractive investment opportunity, and have invested in the Shares based on their belief in the long-term value of the Company.

The Reporting Persons have communicated and intend to continue to communicate with the Company's management and board of directors (the "Board") about a variety of topics relating to the Company's performance, business, operations, and governance. Among other things, the Reporting Persons have conveyed to representatives of the Company the Reporting Persons' concern about poor stock price performance, and their belief that the Company needs to refresh the Board, rationalize research and development efforts, return capital to stockholders (both through a significant share repurchase program and ongoing distributions), and improve investor communications.

As part of the discussions described above, the Reporting Persons are in communication with the Board about its composition and potential candidates to serve as directors of the Company.

The Reporting Persons intend to review their investment in the Company on a continuing basis. Depending upon various factors, including without limitation, the Company's financial position and strategic direction, the outcome of any communications referenced above, overall market conditions, general economic and industry conditions, other investment opportunities available to the Reporting Persons, the liquidity requirements of the Reporting Persons, and the availability of securities of the Company at prices that would make the purchase or sale of such securities desirable, the Reporting Persons may endeavor to: (i) increase or decrease their position in the Company through, among other things, the purchase or sale of securities of the Company, including through transactions involving Shares and/or other equity, debt, notes, other securities, or derivative or other instruments that are based upon or relate to the value of securities of the Company, in the open market or in private transactions, on such terms and at such times as the Reporting Persons may deem advisable; and/or (ii) enter into transactions that increase or decrease their economic exposure to the Shares without affecting the Reporting Persons' beneficial ownership of the Shares, or adjust their exposure to the Shares in ways that would affect the Reporting Persons' beneficial ownership of the Shares.

Except to the extent the foregoing may be deemed a plan or proposal, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in subparagraphs (a) - (j) of Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, (i) review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto and (ii) consider or propose one or more of the actions described in subparagraphs (a) - (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

The Farallon Funds

(a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Fund is incorporated herein by reference for each such Farallon Fund. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 324,087,337 Shares outstanding as of January 30, 2023, as reported by the Company in its Form 10-K filed with the Securities and Exchange Commission (the "SEC") on February 7, 2023 (the "Company 10-K").

- (c) The dates, number of Shares involved and the price per Share (excluding commissions) for all transactions in the Shares by the Farallon Funds in the past 60 days are set forth on Schedules A-I hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
- (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by the Farallon Funds other than F5MI. The FCIP V General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by FCIP V. The F5MI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by F5MI. The FHPM General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by FHPM. Each of the Farallon Individual Reporting Persons is a managing member or senior managing member, as the case may be, of the Farallon General Partner and a manager or senior manager, as the case may be, of the FCIP V General Partner, the F5MI General Partner and the FHPM General Partner.
- (e) Not applicable

The Farallon General Partner

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.
- (c) None.
- (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by the Farallon Funds other than F5MI. Each of the Farallon Individual Reporting Persons is a managing member or senior managing member, as the case may be, of the Farallon General Partner.
- (e) Not applicable.

The FCIP V General Partner

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the FCIP V General Partner is incorporated herein by reference.
- (c) None.
- (d) The FCIP V General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by FCIP V. Each of the Farallon Individual Reporting Persons is a manager or senior manager, as the case may be, of the FCIP V General Partner.
- (e) Not applicable.

The F5MI General Partner

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the F5MI General Partner is incorporated herein by reference.
- (c) None.
- (d) The F5MI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by F5MI. Each of the Farallon Individual Reporting Persons is a manager or senior manager, as the case may be, of the F5MI General Partner.
- (e) Not applicable.

The FHPM General Partner

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the FHPM General Partner is incorporated herein by reference.
- (c) None.
- (d) The FHPM General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by FHPM. Each of the Farallon Individual Reporting Persons is a manager or senior manager, as the case may be, of the FHPM General Partner.
- (e) Not applicable.

The Farallon Individual Reporting Persons

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Individual Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.
- (c) None.
- (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by the Farallon Funds other than F5MI. The FCIP V General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by FCIP V. The F5MI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by F5MI. The FHPM General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by FHPM. Each of the Farallon Individual Reporting Persons is a managing member or senior managing member, as the case may be, of the Farallon General Partner and a manager or senior manager, as the case may be, of the FCIP V General Partner, the F5MI General Partner and the FHPM General Partner.
- (e) Not applicable.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds. The Farallon General Partner, as general partner of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and the sole member of the FCIP V General Partner and the FHPM General Partner, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds other than F5MI. The FCIP V General Partner, as general partner of FCIP V, may be deemed to be a beneficial owner of all such Shares owned by FCIP V. The F5MI General Partner, as general partner of F5MI, may be deemed to be a beneficial owner of all such Shares owned by FHPM. Each of the Farallon Individual Reporting Persons, as a managing member or senior managing member, as the case may be, of the Farallon General Partner and a manager or senior manager, as the case may be, of the FCIP V General Partner, the F5MI General Partner and the FHPM General Partner, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds. Each of the Farallon General Partner, the FCIP V General Partner, the F5MI General Partner, the FHPM General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

The Reporting Persons have had discussions with certain third parties about the matters described in Item 4 above.

The above-referenced third parties with whom the Reporting Persons have been in discussion include Caligan Partners LP, a Delaware limited partnership ("Caligan"), and Mr. David Johnson, who is the Managing Partner of Caligan. Caligan serves indirectly as the investment manager to Caligan Partners Master Fund LP, a Cayman Islands limited partnership (the "Caligan Fund"), and certain managed accounts. Based on information provided to them by Mr. Johnson, the Reporting Persons believe that the Caligan Fund and such managed accounts hold an aggregate of 850,000 Shares as of the date hereof, representing 0.26% of the Shares outstanding as reported in the Company 10-K. Caligan, as the investment manager to the Caligan Fund and such managed accounts, and Mr. Johnson, as the Managing Partner of Caligan and the Managing Member of Caligan Partners GP LLC, the general partner of Caligan, each may be deemed a beneficial owner of such Shares held by the Caligan Fund and such managed accounts.

As a result of the above discussions, the Reporting Persons may be deemed to have formed a "group" with Mr. Johnson and Caligan, within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, and Rule 13d-5(b)(1) thereunder. The Shares reported herein as beneficially owned by the Reporting Persons do not include the Shares beneficially owned by Mr. Johnson and/or Caligan. Mr. Johnson and Caligan have filed (or are expected to file) their own Schedule 13D with respect to their beneficial ownership of Shares. Each of the Reporting Persons hereby disclaims any beneficial ownership of any Shares beneficially owned by Mr. Johnson and/or Caligan.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The disclosure set forth in Items 4 and 5 above is hereby incorporated by reference in this Item 6.

Except as described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between such persons and any other person with respect to any securities of the Company, including but not limited to the transfer or voting of any securities of the Company, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Materials to be Filed as Exhibits

There is filed herewith as Exhibit 1 a written agreement relating to the filing of joint acquisition statements as required by Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 20, 2023

/s/ John R. Warren

FARALLON PARTNERS, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and

FARALLON CAPITAL (AM) INVESTORS, L.P.

By John R. Warren, Managing Member

/s/ John R. Warren

FARALLON INSTITUTIONAL (GP) V, L.L.C.

On its own behalf and

As the General Partner of

FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.

By John R. Warren, Manager

/s/ John R. Warren

FARALLON F5 (GP), L.L.C.

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

By John R. Warren, Manager

/s/ John R. Warren

FARALLON HEALTHCARE PARTNERS (GP), L.L.C.

On its own behalf and

As the General Partner of

FARALLON HEALTHCARE PARTNERS MASTER, L.P.

By John R. Warren, Manager

/s/ John R. Warren

John R. Warren, individually and as attorney-in-fact for each of Joshua J. Dapice, Philip D. Dreyfuss, Hannah E. Dunn, Michael B. Fisch, Richard B. Fried, Varun N. Gehani, Nicolas Giauque, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Edric C. Saito, William Seybold, Daniel S. Short, Andrew J. M. Spokes and Mark C. Wehrly

The Powers of Attorney executed by each of Dapice, Dreyfuss, Dunn, Fisch, Fried, Gehani, Giauque, Kim, Linn, Patel, Roberts, Saito, Seybold, Short, Spokes and Wehrly authorizing Warren to sign and file this Schedule 13D on his or her behalf, which were filed as exhibits to the Schedule 13G filed with the SEC on January 31, 2023 by such Reporting Persons with respect to the Class A Ordinary Shares of ARYA Sciences Acquisition Corp IV, are hereby incorporated by reference.

Set forth below with respect to each of the Farallon General Partner, the FCIP V General Partner, the F5MI General Partner and the FHPM General Partner is the following information: (a) name; (b) business address; (c) principal business; (d) state of organization; and (e) controlling persons. Set forth below with respect to each managing member of the Farallon General Partner is the following information: (a) name; (b) business address; (c) principal occupation; and (d) citizenship.

1. Farallon General Partner

- (a) Farallon Partners, L.L.C.
- (b) One Maritime Plaza, Suite 2100 San Francisco, California 94111
- (c) Serves as the general partner of various investment partnerships and as the sole member of various general partners of investment partnerships
- (d) Delaware limited liability company
- (e) Managing Members: Andrew J.M. Spokes, Senior Managing Member; and Richard Bollini, Colby Clark, Joshua J. Dapice, Philip D. Dreyfuss, Hannah E. Dunn, Michael B. Fisch, Richard B. Fried, Varun N. Gehani, Nicolas Giauque, Cameron Hillyer, David T. Kim, Michael G. Linn, Rajiv A. Patel, David A. Posner, Thomas G. Roberts, Jr., Edric C. Saito, William Seybold, Daniel S. Short, Matthew Trentini, John R. Warren and Mark C. Wehrly, Managing Members.

2. FCIP V General Partner

- (a) Farallon Institutional (GP) V, L.L.C.
- (b) One Maritime Plaza, Suite 2100
 - San Francisco, California 94111
- (c) Serves as the general partner of Four Crossings Institutional Partners V, L.P.
- (d) Delaware limited liability company
- (e) Managers: Andrew J.M. Spokes, Senior Manager; and Richard Bollini, Colby Clark, Joshua J. Dapice, Philip D. Dreyfuss, Hannah E. Dunn, Michael B. Fisch, Richard B. Fried, Varun N. Gehani, Nicolas Giauque, Cameron Hillyer, David T. Kim, Michael G. Linn, Rajiv A. Patel, David A. Posner, Thomas G. Roberts, Jr., Edric C. Saito, William Seybold, Daniel S. Short, Matthew Trentini, John R. Warren and Mark C. Wehrly, Managers.

3. F5MI General Partner

- (a) Farallon F5 (GP), L.L.C.
- (b) One Maritime Plaza, Suite 2100 San Francisco, California 94111
- (c) Serves as the general partner of Farallon Capital F5 Master I, L.P.
- (d) Delaware limited liability company
- (e) Managers: Andrew J.M. Spokes, Senior Manager; and Richard Bollini, Colby Clark, Joshua J. Dapice, Philip D. Dreyfuss, Hannah E. Dunn, Michael B. Fisch, Richard B. Fried, Varun N. Gehani, Nicolas Giauque, Cameron Hillyer, David T. Kim, Michael G. Linn, Rajiv A. Patel, David A. Posner, Thomas G. Roberts, Jr., Edric C. Saito, William Seybold, Daniel S. Short, Matthew Trentini, John R. Warren and Mark C. Wehrly, Managers.

4. FHPM General Partner

- (a) Farallon Healthcare Partners (GP), L.L.C.
- (b) One Maritime Plaza, Suite 2100 San Francisco, California 94111
- (c) Serves as the general partner of Farallon Healthcare Partners Master, L.P.
- (d) Delaware limited liability company
- (e) Managers: Andrew J.M. Spokes, Senior Manager; and Richard Bollini, Colby Clark, Joshua J. Dapice, Philip D. Dreyfuss, Hannah E. Dunn, Michael B. Fisch, Richard B. Fried, Varun N. Gehani, Nicolas Giauque, Cameron Hillyer, David T. Kim, Michael G. Linn, Rajiv A. Patel, David A. Posner, Thomas G. Roberts, Jr., Edric C. Saito, William Seybold, Daniel S. Short, Matthew Trentini, John R. Warren and Mark C. Wehrly, Managers.

5. Managing Members of the Farallon General Partner

- (a) Andrew J.M. Spokes, Senior Managing Member; and Richard Bollini, Colby Clark, Joshua J. Dapice, Philip D. Dreyfuss, Hannah E. Dunn, Michael B. Fisch, Richard B. Fried, Varun N. Gehani, Nicolas Giauque, Cameron Hillyer, David T. Kim, Michael G. Linn, Rajiv A. Patel, David A. Posner, Thomas G. Roberts, Jr., Edric C. Saito, William Seybold, Daniel S. Short, Matthew Trentini, John R. Warren and Mark C. Wehrly, Managing Members.
- (b) c/o Farallon Partners, L.L.C.
 One Maritime Plaza, Suite 2100
 San Francisco, California 94111
- (c) The principal occupation of Andrew J.M. Spokes is serving as Senior Managing Member of the Farallon General Partner and Farallon Capital Management, L.L.C. The principal occupation of each other Managing Member of the Farallon General Partner is serving as a Managing Member of each of the Farallon General Partner and Farallon Capital Management, L.L.C.
- (d) Each of the Managing Members of the Farallon General Partner, other than Andrew J.M. Spokes, Nicolas Giauque and Cameron Hillyer, is a citizen of the United States. Mr. Spokes is a citizen of the United Kingdom. Mr. Giauque is a citizen of France. Mr. Hillyer is a citizen of Australia.

None of the Farallon General Partner and its Managing Members has any additional information to disclose with respect to Items 2-6 of this Schedule 13D that is not otherwise disclosed in this Schedule 13D.

EXHIBIT INDEX

1. Joint Acquisition Statement Pursuant to Section 240.13d-1(k), dated March 20, 2023			
Page 42 of 52 Pages			

JOINT ACQUISITION STATEMENT PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: March 20, 2023

/s/ John R. Warren

FARALLON PARTNERS, L.L.C.,

On its own behalf and

As the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and

FARALLON CAPITAL (AM) INVESTORS, L.P.

By John R. Warren, Managing Member

/s/ John R. Warren

FARALLON INSTITUTIONAL (GP) V, L.L.C.

On its own behalf and

As the General Partner of

FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.

By John R. Warren, Manager

/s/ John R. Warren

FARALLON F5 (GP), L.L.C.

On its own behalf and

As the General Partner of

FARALLON CAPITAL F5 MASTER I, L.P.

By John R. Warren, Manager

/s/ John R. Warren

FARALLON HEALTHCARE PARTNERS (GP), L.L.C.

On its own behalf and

As the General Partner of

FARALLON HEALTHCARE PARTNERS MASTER, L.P.

By John R. Warren, Manager

/s/ John R. Warren

John R. Warren, individually and as attorney-in-fact for each of Joshua J. Dapice, Philip D. Dreyfuss, Hannah E. Dunn, Michael B. Fisch, Richard B. Fried, Varun N. Gehani, Nicolas Giauque, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Edric C. Saito, William Seybold, Daniel S. Short, Andrew J. M. Spokes and Mark C. Wehrly

SCHEDULE A

FARALLON CAPITAL PARTNERS, L.P.

	NO. OF SHARES PURCHASED (P) OR SOLD	
TRADE DATE	(S)	PRICE PER SHARE (\$)
3/1/2023	345,000 (P)	\$17.47
3/9/2023	116,500 (P)	\$16.64 ¹
3/10/2023	83,400 (P)	\$16.59 ²
3/10/2023	67,000 (P)	\$16.56 ³
3/13/2023	114,300 (P)	\$16.81 ⁴
3/14/2023	31,200 (P)	\$17.24 ⁵
3/14/2023	14,500 (P)	\$17.096
3/15/2023	2,200 (P)	\$17.487
3/15/2023	41,500 (P)	\$17.69 ⁸
3/15/2023	2,800 (P)	\$17.409
3/16/2023	70,400 (P)	\$17.60 ¹⁰
3/17/2023	75,100 (P)	\$17.59 ¹¹

- ¹ The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$16.45 to \$16.70 inclusive. The Reporting Person undertakes to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Shares purchased at each separate price within such range. The immediately preceding sentence applies to each footnote to this Schedule.
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- ⁴ The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$16.59 to \$16.95 inclusive.
- ⁵ The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$17.00 to \$17.50 inclusive.
- ⁶ The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$17.05 to \$17.15 inclusive.
- ⁷ The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$17.44 to \$17.50 inclusive.
- ⁸ The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$17.32 to \$17.85 inclusive.
- ⁹ The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$17.33 to \$17.43 inclusive.
- ¹⁰ The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$17.39 to \$17.74 inclusive.
- 11 The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$17.45 to \$17.74 inclusive.

SCHEDULE B

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

	NO. OF SHARES PURCHASED (P) OR SOLD	
TRADE DATE	(S)	PRICE PER SHARE (\$)
3/1/2023	419,300 (P)	\$17.47
3/9/2023	134,800 (P)	\$16.64 ¹
3/10/2023	96,800 (P)	\$16.592
3/10/2023	77,900 (P)	\$16.56 ³
3/13/2023	133,800 (P)	\$16.814
3/14/2023	38,700 (P)	\$17.24 ⁵
3/14/2023	18,000 (P)	\$17.096
3/15/2023	2,800 (P)	\$17.487
3/15/2023	52,200 (P)	\$17.69 ⁸
3/15/2023	3,500 (P)	\$17.40 ⁹
3/16/2023	88,600 (P)	\$17.60 ¹⁰
3/17/2023	91,800 (P)	\$17.59 ¹¹

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- ⁸ The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$17.32 to \$17.85 inclusive.
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SCHEDULE C

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

	NO. OF SHARES PURCHASED (P) OR SOLD	
TRADE DATE	(S)	PRICE PER SHARE (\$)
3/1/2023	145,100 (P)	\$17.47
3/9/2023	44,300 (P)	\$16.64 ¹
3/10/2023	31,500 (P)	\$16.59 ²
3/10/2023	25,400 (P)	\$16.56 ³
3/13/2023	43,200 (P)	\$16.81 ⁴
3/14/2023	12,500 (P)	\$17.24 ⁵
3/14/2023	5,800 (P)	\$17.096
3/15/2023	900 (P)	\$17.487
3/15/2023	16,900 (P)	\$17.69 ⁸
3/15/2023	1,100 (P)	\$17.40 ⁹
3/16/2023	28,600 (P)	\$17.60 ¹⁰
3/17/2023	29,900 (P)	\$17.59 ¹¹

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- ⁶ The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$17.05 to \$17.15 inclusive.
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- ⁸ The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$17.32 to \$17.85 inclusive.
- ⁹ The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$17.33 to \$17.43 inclusive.
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SCHEDULE D

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

	NO. OF SHARES PURCHASED (P) OR SOLD	
TRADE DATE	(S)	PRICE PER SHARE (\$)
3/1/2023	78,400 (P)	\$17.47
3/9/2023	23,300 (P)	\$16.64 ¹
3/10/2023	16,600 (P)	\$16.59 ²
3/10/2023	13,300 (P)	\$16.56 ³
3/13/2023	22,700 (P)	\$16.81 ⁴
3/14/2023	6,600 (P)	\$17.24 ⁵
3/14/2023	3,100 (P)	\$17.096
3/15/2023	500 (P)	\$17.48 ⁷
3/15/2023	8,865 (P)	\$17.69 ⁸
3/15/2023	600 (P)	\$17.40 ⁹
3/16/2023	15,000 (P)	\$17.60 ¹⁰
3/17/2023	15,700 (P)	\$17.59 ¹¹

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- ⁷ The purchase price reported is a weighted average price. These Shares were purchased in multiple transactions at prices ranging from \$17.44 to \$17.50 inclusive.
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SCHEDULE E

FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.

	NO. OF SHARES PURCHASED (P) OR SOLD	
TRADE DATE	(S)	PRICE PER SHARE (\$)
3/1/2023	96,100 (P)	\$17.47
3/9/2023	27,800 (P)	\$16.64 ¹
3/10/2023	19,900 (P)	\$16.59 ²
3/10/2023	16,000 (P)	\$16.56 ³
3/13/2023	27,400 (P)	\$16.81 ⁴
3/14/2023	7,900 (P)	\$17.24 ⁵
3/14/2023	3,700 (P)	\$17.096
3/15/2023	600 (P)	\$17.487
3/15/2023	10,800 (P)	\$17.698
3/15/2023	700 (P)	\$17.40 ⁹
3/16/2023	18,051 (P)	\$17.60 ¹⁰
3/17/2023	18,900 (P)	\$17.5911

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SCHEDULE F

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

	NO. OF SHARES PURCHASED (P) OR SOLD	
TRADE DATE	(S)	PRICE PER SHARE (\$)
3/1/2023	631,100 (P)	\$17.47
3/9/2023	216,700 (P)	\$16.64 ¹
3/10/2023	156,900 (P)	\$16.59 ²
3/10/2023	126,100 (P)	\$16.56 ³
3/13/2023	218,500 (P)	\$16.81 ⁴
3/14/2023	60,200 (P)	\$17.24 ⁵
3/14/2023	28,000 (P)	\$17.09 ⁶
3/15/2023	4,200 (P)	\$17.48 ⁷
3/15/2023	79,900 (P)	\$17.69 ⁸
3/15/2023	5,400 (P)	\$17.40 ⁹
3/16/2023	134,900 (P)	\$17.60 ¹⁰
3/17/2023	144,800 (P)	\$17.59 ¹¹

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SCHEDULE G

FARALLON CAPITAL (AM) INVESTORS, L.P.

	NO. OF SHARES PURCHASED (P) OR SOLD	
TRADE DATE	(S)	PRICE PER SHARE (\$)
3/1/2023	43,600 (P)	\$17.47
3/9/2023	12,900 (P)	\$16.64 ¹
3/10/2023	9,293 (P)	\$16.592
3/10/2023	7,400 (P)	\$16.56 ³
3/13/2023	12,700 (P)	\$16.81 ⁴
3/14/2023	3,500 (P)	\$17.24 ⁵
3/14/2023	1,600 (P)	\$17.09 ⁶
3/15/2023	200 (P)	\$17.48 ⁷
3/15/2023	4,700 (P)	\$17.69 ⁸
3/15/2023	300 (P)	\$17.40 ⁹
3/16/2023	7,800 (P)	\$17.60 ¹⁰
3/17/2023	8,399 (P)	\$17.59 ¹¹

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SCHEDULE H

FARALLON CAPITAL F5 MASTER, L.P.

	NO. OF SHARES PURCHASED (P) OR SOLD	
TRADE DATE	(S)	PRICE PER SHARE (\$)
3/1/2023	177,800 (P)	\$17.47
3/9/2023	53,700 (P)	\$16.64 ¹
3/10/2023	38,700 (P)	\$16.59 ²
3/10/2023	31,200 (P)	\$16.56 ³
3/13/2023	53,729 (P)	\$16.81 ⁴
3/14/2023	15,000 (P)	\$17.24 ⁵
3/14/2023	7,000 (P)	\$17.09 ⁶
3/15/2023	1,100 (P)	\$17.48 ⁷
3/15/2023	19,900 (P)	\$17.69 ⁸
3/15/2023	1,400 (P)	\$17.40 ⁹
3/16/2023	33,400 (P)	\$17.60 ¹⁰
3/17/2023	35,600 (P)	\$17.59 ¹¹

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SCHEDULE I

FARALLON HEALTHCARE PARTNERS MASTER, L.P.

This Schedule sets forth information with respect to each purchase and sale of Shares effectuated by the Reporting Person during the past sixty days, inclusive of any transactions effected through 4:00 p.m., New York City time, on March 20, 2023. Unless otherwise indicated, all transactions were effectuated in the open market through a broker.

	NO. OF SHARES PURCHASED (P) OR SOLD	
TRADE DATE	(S)	PRICE PER SHARE (\$)
3/1/2023	2,539,978 (P)	\$17.47
3/9/2023	870,000 (P)	\$16.64 ¹
3/10/2023	625,616 (P)	\$16.59 ²
3/10/2023	503,164 (P)	\$16.56 ³
3/13/2023	864,931 (P)	\$16.81 ⁴
3/14/2023	242,471 (P)	\$17.24 ⁵
3/14/2023	112,796 (P)	\$17.09 ⁶
3/15/2023	17,188 (P)	\$17.487
3/15/2023	323,993 (P)	\$17.69 ⁸
3/15/2023	22,100 (P)	\$17.40 ⁹
3/16/2023	547,903 (P)	\$17.60 ¹⁰
3/17/2023	580,274 (P)	\$17.59 ¹¹

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