

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): October 9, 2014

EXELIXIS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-30235
(Commission
File Number)

04-3257395
(IRS Employer
Identification No.)

210 East Grand Ave.
South San Francisco, California 94080
(Address of principal executive offices) (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))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 9, 2014, Exelixis, Inc. ("Exelixis") filed a Certificate of Change of Registered Agent and/or Registered Office with the Secretary of State of the State of Delaware, changing its registered agent to Corporation Service Company.

In addition, on October 9, 2014, Exelixis filed a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, merging X-Ceptor Therapeutics, Inc., a wholly-owned subsidiary of Exelixis, into Exelixis, causing the separate existence of X-Ceptor Therapeutics, Inc. to cease. The merger was effected as part of Exelixis' cost-savings initiatives, including the consolidation of certain of its non-operational subsidiaries.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

<u>No.</u>	<u>Description</u>
3.1	Certificate of Change of Registered Agent and/or Registered Office
3.2	Certificate of Ownership and Merger

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: October 15, 2014

EXELIXIS, INC.

/s/ JAMES B. BUCHER

James B. Bucher

Vice President, Corporate Legal Affairs and Secretary

EXHIBIT INDEX

Exhibit

No. Description

- | | |
|-----|--|
| 3.1 | Certificate of Change of Registered Agent and/or Registered Office |
| 3.2 | Certificate of Ownership and Merger |

**STATE OF DELAWARE
CERTIFICATE OF CHANGE OF REGISTERED AGENT
AND/OR REGISTERED OFFICE**

Exelixis, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Exelixis, Inc. (the “*Corporation*”)
2. The location of the Registered Office of the Corporation in the State of Delaware is changed to 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of the Registered Agent at such address upon whom process against this Corporation may be served is Corporation Service Company.
3. The foregoing change of registered agent was adopted by a resolution of the Board of Directors of the Corporation on September 19, 2014.

IN WITNESS WHEREOF, Exelixis, Inc. has caused this Certificate of Change of Registered Agent and/or Registered Office to be executed in its corporate name as of this 6th day of October, 2014.

EXELIXIS, INC.

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

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

X-CEPTOR THERAPEUTICS, INC.

WITH AND INTO

EXELIXIS, INC.

Pursuant to Section 253 of the
Delaware General Corporation Law

EXELIXIS, INC., a corporation organized and existing under the laws of the State of Delaware (this "**Corporation**"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on November 15, 1994, pursuant to the Delaware General Corporation Law (the "**DGCL**"). The original name of the Corporation was "Exelixis Pharmaceuticals, Inc."

SECOND: That this Corporation owns all of the outstanding shares of the common stock, \$0.001 par value per share, of X-ceptor Therapeutics, Inc., a corporation incorporated on June 16, 1999 ("**X-Ceptor**"), pursuant to the DGCL, and having no class of stock outstanding other than such common stock.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on September 19, 2014, determined to merge X-Ceptor with and into itself:

RESOLVED, that X-Ceptor Therapeutics, Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("**X-Ceptor**"), be merged with and into the Corporation (the "**Merger**") and that the Corporation be the surviving corporation of the Merger;

RESOLVED FURTHER, that the Merger shall become effective upon the filing of a Certificate of Ownership and Merger (the "**Certificate of Merger**") prepared and executed by an officer of the Corporation in the form required by Section 253 of the General Corporation Law of the State of Delaware and filed with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that upon the effectiveness of the Merger, the Corporation shall assume all of the liabilities and obligations of X-Ceptor;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed for and on behalf of the Corporation to

prepare, execute and deliver the Certificate of Merger and any other agreements, certificates and other documents referred to therein or contemplated thereby, and to cause the Corporation to perform its obligations under the Certificate of Merger; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to execute and deliver all other instruments, effect all filings and qualifications, and take all further actions, that any of them deem to be necessary or appropriate to comply with state or federal securities laws in connection with the transactions contemplated by the Merger and the Certificate of Merger and to otherwise carry out the purposes of the foregoing resolutions and to consummate the transactions contemplated by the Merger and the Certificate of Merger.

FOURTH: That the surviving corporation shall be this Corporation.

IN WITNESS WHEREOF, Exelixis, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name as of this 6th day of October, 2014.

EXELIXIS, INC.

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

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