

**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 15, 2024

EXELIXIS[®]

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.)

**1851 Harbor Bay Parkway
Alameda, California 94502**

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock \$0.001 Par Value per Share

Trading Symbol(s)
EXEL

Name of each exchange on which registered
The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On October 15, 2024, Exelixa, Inc. (Exelixa) announced that the U.S. District Court for the District of Delaware (the Delaware District Court) issued a ruling in our two consolidated patent lawsuits against MSN Pharmaceuticals, Inc. (individually and collectively with certain of its affiliates, including MSN Laboratories Private Limited, referred to as MSN), rejecting MSN's invalidity challenge to each of U.S. Patents No. 11,091,439, 11,091,440 and 11,098,015, which expire January 15, 2030, and had previously entered a stipulation that MSN's proposed Abbreviated New Drug Application (ANDA) product infringes these patents. The Delaware District Court also ruled that Exelixa's U.S. Patent No. 11,298,349 is not invalid and that MSN's proposed ANDA product does not infringe this patent, which expires February 10, 2032. The Delaware District Court also requested the parties jointly submit a final judgment reflecting the opinion by October 22, 2024. Based on the Delaware District Court's opinion, the effective date of any final approval by the U.S. Food and Drug Administration of MSN's ANDA shall not be a date earlier than January 15, 2030, the expiration date of each of U.S. Patents No. 11,091,439, 11,091,440 and 11,098,015.

This Current Report on Form 8-K contains forward-looking statements, including, without limitation, statements related to the potential timing for MSN to commercially launch its proposed generic product in the U.S. Forward-looking statements involve risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in the forward-looking statements as a result of these risks and uncertainties, which include factors detailed from time to time under the caption "Risk Factors" in Exelixa's most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, and in Exelixa's other future filings with the Securities and Exchange Commission. Exelixa undertakes no duty to update these statements other than to the extent required by applicable law.

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.

EXELIXIS, INC.

October 15, 2024

Date

/s/ Jeffrey J. Hessekiel

Jeffrey J. Hessekiel

Executive Vice President and General Counsel