

**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): May 16, 2006**

**EXELIXIS, INC.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 0-30235**

**Delaware**  
(State or other jurisdiction of  
incorporation)

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

**170 Harbor Way**  
**P.O. Box 511**  
**South San Francisco, California 94083-0511**  
(Address of principal executive offices, including zip code)

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

(Former name or former address, if changed since last report)

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:

- 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 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics**

On May 16, 2006, the Board of Directors of Exelixis, Inc. (the "Company") approved amendments to the Company's Code of Business Conduct and Ethics (the "Code"), which applies to all employees, officers and directors of the Company. The amendments update the Code to conform it to the Company's new corporate communications policy and also reflect certain other technical and non-substantive changes.

The amended Code is available on the Company's website at <http://ir.exelixis.com/phoenix.zhtml?c=120923&p=irol-govConduct>.

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**Signature(s)**

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.

Date: May 19, 2006

By: /s/ Christoph Pereira

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Christoph Pereira  
Vice President, Legal Affairs and Secretary