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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EXELIXIS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

04-3257395
(I.R.S. Employer Identification No.)

210 East Grand Ave.
South San Francisco, CA 94080
(Address of Principal Executive Offices, including Zip Code)

**2000 EMPLOYEE STOCK PURCHASE PLAN
2014 EQUITY INCENTIVE PLAN**
(Full Title of the Plans)

Michael M. Morrissey
President and Chief Executive Officer
Exelixis, Inc.
210 East Grand Ave.
South San Francisco, CA 94080
(650) 837-7000
(Name, Address, and Telephone Number, including Area Code, of Agent for Service)

Copies to:

Jeffrey J. Hessekiel
Executive Vice President, General Counsel and Secretary
Exelixis, Inc.
210 East Grand Ave.
South San Francisco, CA 94080

Kenneth L. Guernsey
Cooley LLP
101 California Street, 5th Floor
San Francisco, CA 94111

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock (par value \$0.001 per share)	5,247,121	\$9.25	\$48,535,870	\$4,888

- (1) This registration statement covers the offer and sale of (a) 5,000,000 shares under the Exelixis, Inc. 2000 Employee Stock Purchase Plan (the “2000 ESPP”), and (b) 247,121 shares (the “2014 Plan Shares”) under the Exelixis, Inc. 2014 Equity Incentive Plan (the “2014 Plan”). These 2014 Plan Shares were previously subject to grants of equity awards under the Exelixis, Inc. 2000 Non-Employee Directors’ Stock Option Plan, the Exelixis, Inc. 2011 Equity Incentive Plan, the Exelixis, Inc. 2000 Equity Incentive Plan, or the Exelixis, Inc. 2010 Inducement Award Plan (collectively, the “Prior Plans”) on May 28, 2014, the effective date of the 2014 Plan (the “Effective Date”). When equity awards granted under the Prior Plans (a) expire or terminate for any reason prior to exercise or settlement, (b) are forfeited, cancelled or otherwise returned to Exelixis because of the failure to meet a contingency or condition required to vest the underlying shares, or (c) are reacquired or withheld (or not issued) by Exelixis to satisfy a tax withholding obligation in connection with a stock award (other than with respect to outstanding options and stock appreciation rights granted under the Prior Plans with respect to which the exercise or strike price is at least 100% of the fair market value of the underlying common stock subject to the option or stock appreciation right on the date of grant), then in each such event such underlying shares become available for issuance under the 2014 Plan, and are no longer available for issuance under the respective Prior Plans. All of the 2014 Plan Shares subject to this registration statement have become available for issuance under the 2014 Plan as a result of such events. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s common stock that become issuable under the 2000 ESPP or 2014 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant’s common stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the registrant’s common stock on August 1, 2016, as reported on the NASDAQ Global Select Market.

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers the offer and sale of (a) 5,000,000 shares of Common Stock of Exelixis, Inc. (the “Company”) for issuance under the Exelixis, Inc. 2000 Employee Stock Purchase Plan (the “2000 ESPP”), and (b) 247,121 shares of the Company’s Common Stock for issuance under the Exelixis, Inc. 2014 Equity Incentive Plan (the “2014 Plan”).

The contents of the prior Registration Statements on Form S-8 (a) relating to the 2000 ESPP (File Nos. 333-35862, 333-57026, 333-82722, 333-102770, 333-113472, 333-124536, 333-133237, 333-147063 and 333-159280 previously filed with the Securities and Exchange Commission (the “Commission”) on April 28, 2000, March 14, 2001, February 14, 2002, January 28, 2003, March 10, 2004, May 2, 2005, April 12, 2006, October 31, 2007, and May 15, 2009, respectively, and Post-Effective Amendment No. 1 to certain of such Registration Statements on Form S-8 filed with the Commission September 2, 2011), and (b) relating to the 2014 Plan (filed with the Commission on June 13, 2014 (File No. 333-196761), Post-Effective Amendment No. 1 to Registration Statement on Form S-8 filed with the Commission on November 4, 2014 (File No. 333-196761), Registration Statement on Form S-8 filed with the Commission on April 30, 2015 (File No. 333-203758), and Registration Statement on Form S-8 filed with the Commission on February 29, 2016 (File No. 333-209824)), are incorporated herein by reference in this registration statement, except as otherwise set forth herein.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Exelixis, Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) are incorporated by reference into this registration statement:

- The Company’s Annual Report on Form 10-K for the fiscal year ended January 1, 2016, filed on February 29, 2016;
- The Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended April 1, 2016, filed on May 4, 2016;
- The Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended July 1, 2016, filed on August 3, 2016;
- The Company’s Current Reports on Form 8-K filed on February 16, 2016 and May 26, 2016; and
- The description of the Company’s common stock that is contained in the Company’s Registration Statement on Form 8-A (File No. 000-30235), filed with the Commission on April 6, 2000, pursuant to Section 12 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this registration statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this registration statement from the date of the filing of such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

EXHIBITS

Incorporation by Reference

Exhibit Number	Exhibit Description	Form	File Number	Exhibit/ Appendix Reference	Filing Date	Filed Herewith
4.1	Amended and Restated Certificate of Incorporation of Exelixis, Inc.	10-K	000-30235	3.1	3/10/2010	
4.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Exelixis, Inc.	10-K	000-30235	3.2	3/10/2010	
4.3	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Exelixis, Inc.	8-K	000-30235	3.1	5/25/2012	
4.4	Certificate of Ownership and Merger Merging X-Ceptor Therapeutics, Inc. with and into Exelixis, Inc.	8-K	000-30235	3.1	10/15/2014	
4.5	Certificate of Change of Registered Agent and/or Registered Office of Exelixis, Inc.	8-K	000-30255	3.2	10/15/2014	
4.6	Amended and Restated Bylaws of Exelixis, Inc.	8-K	000-30235	3.1	12/5/2011	
4.7	Specimen Common Stock Certificate.	S-1, as amended	333-96335	4.1	4/7/2000	
5.1	Opinion of Cooley LLP.					X
23.1	Consent of Independent Registered Public Accounting Firm.					X
23.2	Consent of Cooley LLP. (see Exhibit 5.1)					X
99.1	2000 Employee Stock Purchase Plan	DEF 14A	000-30235	Appendix A	4/13/2016	
99.2	2014 Equity Incentive Plan.	8-K	000-30235	10.1	5/29/2014	

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on August 3, 2016.

EXELIXIS, INC.

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ MICHAEL M. MORRISSEY</u> Michael M. Morrissey, Ph.D.	Director, President and Chief Executive Officer (Principal Executive Officer)	August 3, 2016
<u>/s/ CHRISTOPHER J. SENNER</u> Christopher J. Senner	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 3, 2016
<u>/s/ STELIOS PAPADOPOULOS</u> Stelios Papadopoulos, Ph.D.	Chairman of the Board	August 3, 2016
<u>/s/ CHARLES COHEN</u> Charles Cohen, Ph.D.	Director	August 3, 2016
<u>/s/ CARL B. FELDBAUM</u> Carl B. Feldbaum, Esq.	Director	August 3, 2016
<u>/s/ ALAN M. GARBER</u> Alan M. Garber, M.D., Ph.D.	Director	August 3, 2016
<u>/s/ VINCENT T. MARCHESI</u> Vincent T. Marchesi, M.D., Ph.D.	Director	August 3, 2016
<u>/s/ GEORGE POSTE</u> George Poste, D.V.M., Ph.D., FRS	Director	August 3, 2016
<u>/s/ GEORGE A. SCANGOS</u> George A. Scangos, Ph.D.	Director	August 3, 2016
<u>/s/ LANCE WILLSEY</u> Lance Willsey, M.D.	Director	August 3, 2016
<u>/s/ JACK L. WYSZOMIERSKI</u> Jack L. Wyszomierski	Director	August 3, 2016

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Kenneth L. Guernsey
T: +1 415 693 2091
kguernsey@cooley.com

August 3, 2016

Exelixis, Inc.
210 East Grand Ave.
South San Francisco, CA 94080

Ladies and Gentlemen:

We have acted as counsel to Exelixis, Inc. (the "**Company**"), a Delaware corporation, and you have requested our opinion in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to (a) 5,000,000 shares of the Company's common stock, \$0.001 par value (the "**ESPP Shares**"), pursuant to the Company's 2000 Employee Stock Purchase Plan (the "**2000 Plan**") and (b) 247,121 shares of the Company's common stock, \$0.001 par value (the "**EIP Shares**", and together with the ESPP Shares, the "**Shares**"), pursuant to the Company's 2014 Equity Incentive Plan (the "**2014 Plan**", and together with the 2000 Plan, the "**Plans**").

In connection with this opinion, we have examined the Registration Statement and related Prospectuses; the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect; the Plans and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans and the Registration Statement and related Prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

Cooley LLP

/s/ Kenneth L. Guernsey
Kenneth L. Guernsey

101 California Street, 5th Floor, San Francisco, CA 94111-5800 T: (415) 693-2000 F: (415) 693-2222 www.cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2000 Employee Stock Purchase Plan and 2014 Equity Incentive Plan of Exelixis, Inc. of our reports dated February 29, 2016, with respect to the consolidated financial statements of Exelixis, Inc., and the effectiveness of internal control over financial reporting of Exelixis, Inc. included in its Annual Report (Form 10-K) for the year ended January 1, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California

August 3, 2016