

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Hessekiel Jeffrey</u>  (Last) (First) (Middle) <u>C/O EXELIXIS, INC.</u> <u>1851 HARBOR BAY PARKWAY</u>  (Street) <u>ALAMEDA CA 94502</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EXELIXIS, INC. [ EXEL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>EVP and General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/07/2020		M		30,000	A	\$1.9	269,188 <sup>(1)</sup>	D	
Common Stock	05/07/2020		S		30,000	D	\$25.61 <sup>(2)</sup>	239,188	D	
Common Stock	05/08/2020		M		25,000	A	\$1.9	264,188	D	
Common Stock	05/08/2020		S		25,000	D	\$26.04 <sup>(3)</sup>	239,188	D	
Common Stock	05/11/2020		M		38,006	A	\$1.9	277,194	D	
Common Stock	05/11/2020		S		38,006	D	\$27.09 <sup>(4)</sup>	239,188	D	
Common Stock								999 <sup>(5)</sup>	I	By 401(k)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (right to buy)	\$1.9	05/07/2020		M		30,000		07/20/2015 <sup>(6)</sup>	02/04/2022	Common Stock	30,000	\$0	142,698	D	
Option (right to buy)	\$1.9	05/08/2020		M		25,000		07/20/2015 <sup>(6)</sup>	02/04/2022	Common Stock	25,000	\$0	117,698	D	
Option (right to buy)	\$1.9	05/11/2020		M		38,006		07/20/2015 <sup>(6)</sup>	02/04/2022	Common Stock	38,006	\$0	79,692	D	

Explanation of Responses:

- Includes 36,559 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units and 1,618 shares of common stock acquired on April 30, 2020, pursuant to the Exelixis, Inc. 2000 Employee Stock Purchase Plan.
- Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$25.60 to \$25.66. Reporting Person undertakes to provide Exelixis, Inc., any security holder of Exelixis, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 2 to this Form 4.
- Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.14. Reporting Person undertakes to provide Exelixis, Inc., any security holder of Exelixis, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 3 to this Form 4.
- Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$26.94 to \$27.23. Reporting Person undertakes to provide Exelixis, Inc., any security holder of Exelixis, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 4 to this Form 4.
- Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of May 6, 2020.
- The option, representing the right to purchase a total of 200,000 shares of Exelixis, Inc. common stock, became fully exercisable on April 28, 2016.

Remarks:

/s/ Jennifer Drimmer Rokovich, 05/11/2020  
 Attorney in Fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**