

| 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<br><u>Hessekiel Jeffrey</u><br><br>(Last) (First) (Middle)<br>C/O EXELIXIS, INC.<br>1851 HARBOR BAY PARKWAY<br><br>(Street)<br>ALAMEDA CA 94502<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>EXELIXIS, INC. [ EXEL ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP and General Counsel</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/15/2020</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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |  |
| Common Stock                    | 11/15/2020                           |  | F                              |   | 1,573 <sup>(1)</sup>  | D          | \$20.16 | 472,942 <sup>(2)</sup>  | D  |  |
| Common Stock                    | 11/15/2020                           |  | F                              |   | 6,557 <sup>(3)</sup>  | D          | \$20.16 | 466,385   | D  |  |
| Common Stock                    | 11/15/2020                           |  | F                              |   | 2,131 <sup>(4)</sup>  | D          | \$20.16 | 464,254   | D  |  |
| Common Stock                    | 11/15/2020                           |  | M                              |   | 30,000  | A          | \$7.27  | 494,254   | 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)                      | \$7.27   | 11/15/2020                           |  | M                              |   |  | 30,000 | 02/10/2015 <sup>(6)</sup>                                | 02/09/2021      | Common Stock  | 30,000                                     | \$0  | 30,000  | D  |       |

**Explanation of Responses:**

- Shares withheld by Exelixis, Inc. to satisfy taxes payable in connection with the vesting of performance-based restricted stock units awarded on September 10, 2018, for which the Compensation Committee certified that Exelixis, Inc. had achieved the performance goal on September 12, 2019.
- Includes 108,613 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- Shares withheld by Exelixis, Inc. to satisfy taxes payable in connection with the vesting of restricted stock units awarded on October 3, 2017.
- Shares withheld by Exelixis, Inc. to satisfy taxes payable in connection with the vesting of restricted stock units awarded on September 22, 2016.
- Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of November 13, 2020.
- The option, representing the right to purchase a total of 230,000 shares of Exelixis, Inc. common stock, became fully exercisable on February 10, 2018.

**Remarks:**

/s/ Jennifer Drimmer Rokovich, 11/17/2020  
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.