

EXELIXIS, INC.  
Form 3  
December 21, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Haley Patrick J.		(Month/Day/Year)	EXELIXIS, INC. [EXEL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/19/2016		
210 EAST GRAND AVE.			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Sr. Vice President, Commercial	

SOUTH SAN FRANCISCO, Â CO Â 94080  
(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	109,693 <sup>(1)</sup> <sup>(2)</sup>	D	Â
Common Stock	9,577	I	By 401(k) <sup>(3)</sup>
Common Stock	23,539	I	By spouse

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Option (right to buy)	09/28/2012 <sup>(4)</sup>	09/27/2018	Common Stock	3,000	\$ 5.5	D	Â
Option (right to buy)	03/30/2013 <sup>(5)</sup>	03/29/2019	Common Stock	2,700	\$ 5.18	D	Â
Option (right to buy)	09/30/2014 <sup>(6)</sup>	09/29/2020	Common Stock	7,800	\$ 5.82	D	Â
Option (right to buy)	07/20/2015 <sup>(7)</sup>	09/18/2021	Common Stock	85,000	\$ 1.7	D	Â
Option (right to buy)	11/17/2015 <sup>(8)</sup>	11/16/2021	Common Stock	50,000	\$ 1.76	D	Â
Option (right to buy)	07/20/2015 <sup>(9)</sup>	02/04/2022	Common Stock	85,000	\$ 1.9	D	Â
Option (right to buy)	09/16/2016 <sup>(10)</sup>	09/15/2022	Common Stock	60,000	\$ 6.21	D	Â
Option (right to buy)	02/11/2017 <sup>(11)</sup>	02/10/2023	Common Stock	25,000	\$ 4.2	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haley Patrick J. 210 EAST GRAND AVE. SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â Sr. Vice President, Commercial	Â

## Signatures

/s/ Jeffrey J. Hessekiel, Attorney  
in Fact

12/21/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Includes 27,553 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- (2) Includes 25,499 shares of common stock acquired pursuant to the Exelixis, Inc. 2000 Employee Stock Purchase Plan.
- (3) Represents 9,577 shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of December 19, 2016.
- (4) Option granted to reporting person on September 28, 2011, pursuant to the Exelixis, Inc. 2011 Equity Incentive Plan. The option is fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares subject to the option on

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the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.

- (5) Option granted to reporting person on March 30, 2012, pursuant to the Exelixis, Inc. 2011 Equity Incentive Plan. The option is fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.

- (6) Option granted to reporting person on September 30, 2013, pursuant to the Exelixis, Inc. 2011 Equity Incentive Plan. 6,175 shares subject to the option are fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date through the date of this filing. The unvested portion of the option will continue to vest as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.

- (7) Option granted to reporting person on September 19, 2014, pursuant to the Exelixis, Inc. 2014 Equity Incentive Plan. The option is fully vested and exercisable as of the date of this filing. The option vested as to 50% on July 20, 2015, 25% on March 7, 2016 and 25% on April 28, 2016, upon the achievement of certain performance goals.

- (8) Option granted to reporting person on November 17, 2014, pursuant to the Exelixis, Inc. 2014 Equity Incentive Plan. 26,041 shares subject to the option are fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date through the date of this filing. The unvested portion of the option will continue to vest as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.

- (9) Option granted to reporting person on February 5, 2015, pursuant to the Exelixis, Inc. 2014 Equity Incentive Plan. The option is fully vested and exercisable as of the date of this filing. The option vested as to 50% on July 20, 2015, 25% on March 7, 2016 and 25% on April 28, 2016, upon the achievement of certain performance goals.

- (10) Option granted to reporting person on September 16, 2015, pursuant to the Exelixis, Inc. 2014 Equity Incentive Plan. 18,750 shares subject to the option are fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date through the date of this filing. The unvested portion of the option will continue to vest as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.

- (11) Option granted to reporting person on February 11, 2016, pursuant to the Exelixis, Inc. 2014 Equity Incentive Plan. The option will vest as to 1/4th of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date until fully-vested.

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#### Remarks:

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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

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