

Schwab Gisela  
Form 4  
February 15, 2019

**FORM 4**

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

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

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Schwab Gisela

(Last) (First) (Middle)

C/O EXELIXIS, INC., 1851  
HARBOR BAY PARKWAY

(Street)

ALAMEDA, CA 94502

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
EXELIXIS, INC. [EXEL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Pres, Prod Dev & Med Aff & CMO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 02/14/2019                              |                                                             | M                                    | 100,000                                                                 | A \$ 5.56 416,513 <sup>(1)</sup>                                                                                   | D                                                                       |                                                                                |
| Common<br>Stock                       | 02/14/2019                              |                                                             | S                                    | 100,000                                                                 | D \$ 21.66 316,513 <sup>(2)</sup>                                                                                  | D                                                                       |                                                                                |
| Common<br>Stock                       | 02/15/2019                              |                                                             | M                                    | 23,000                                                                  | A \$ 5.56 339,513                                                                                                  | D                                                                       |                                                                                |
| Common<br>Stock                       | 02/15/2019                              |                                                             | S                                    | 23,000                                                                  | D \$ 22.2 316,513                                                                                                  | D                                                                       |                                                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 14,644 <sup>(3)</sup>                                                                                              | I                                                                       | By 401(k)                                                                      |

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

**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 control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                 | Date Exercisable<br>Expiration Date                            | Title<br>Amount<br>Number<br>Shares                              |
| Option<br>(right to<br>buy)                         | \$ 5.56                                                            | 02/14/2019                              |                                                             | M                                    | 100,000                                                                                                   | 09/21/2013 <sup>(4)</sup> 09/20/2019                           | Common<br>Stock 100,000                                          |
| Option<br>(right to<br>buy)                         | \$ 5.56                                                            | 02/15/2019                              |                                                             | M                                    | 23,000                                                                                                    | 09/21/2013 <sup>(4)</sup> 09/20/2019                           | Common<br>Stock 23,000                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships                    |
|-------------------------------------------------------------------------------------|----------------------------------|
|                                                                                     | Director 10% Owner Officer Other |
| Schwab Gisela<br>C/O EXELIXIS, INC.<br>1851 HARBOR BAY PARKWAY<br>ALAMEDA, CA 94502 | Pres, Prod Dev & Med Aff & CMO   |

## Signatures

/s/ Jennifer Drimmer Rokovich, Attorney  
in Fact 02/15/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Includes 66,250 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units. Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$21.39 to \$22.02
- (2) 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.

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- (3) Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of February 13, 2019.
- (4) The option, representing the right to purchase a total of 123,000 shares of Exelixis, Inc. common stock, became fully exercisable on September 21, 2016.

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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