

SCANGOS GEORGE A  
Form 4  
August 10, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCANGOS GEORGE A

(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)  
08/10/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/10/2018		M		75,000	A	\$ 5.04
Common Stock	08/10/2018		M		33,333	A	\$ 4.42
Common Stock					8,963 <sup>(1)</sup>	I	
Common Stock					8,963 <sup>(2)</sup>	I	
Common Stock					5,669 <sup>(3)</sup>	I	
							By Trust (JS)
							By Trust (KS)
							By 401(k) Plan

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Option (right to buy)	\$ 5.04	08/10/2018		M	75,000	12/16/2009 <sup>(4)</sup> 12/15/2018	Common Stock	75,000
Option (right to buy)	\$ 4.42	08/10/2018		M	33,333	02/26/2010 <sup>(5)</sup> 02/25/2019	Common Stock	33,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCANGOS GEORGE A C/O EXELIXIS, INC. 1851 HARBOR BAY PARKWAY ALAMEDA, CA 94502		X		

## Signatures

/s/ Jennifer Drimmer Rokovich, Attorney in Fact 08/10/2018

\*\*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) Shares held by George A. Scangos and Leslie S. Wilson, as Trustees of the Jennifer Scangos Trust.
- (2) Shares held by George A. Scangos and Leslie S. Wilson, as Trustees of the Katherine Scangos Trust.
- (3)

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Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of August 9, 2018.

- (4) The option, representing the right to purchase a total of 200,000 shares of Exelixis, Inc. common stock, became exercisable as to 50,000 shares on December 16, 2009, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the original grant date (December 16, 2008). The option ceased vesting on July 15, 2010, in connection with the Reporting Person's resignation as President and Chief Executive Officer of Exelixis, Inc., at which time the option was exercisable as to as to 75,000 shares of Exelixis, Inc. common stock.

- (5) The option, representing the right to purchase a total of 100,000 shares of Exelixis, Inc. common stock, became exercisable as to 25,000 shares on February 26, 2010, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the original grant date (February 26, 2009). The option ceased vesting on July 15, 2010, in connection with the Reporting Person's resignation as President and Chief Executive Officer of Exelixis, Inc., at which time the option was exercisable as to as to 33,333 shares of Exelixis, Inc. common stock.

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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