

Haley Patrick J.  
Form 4  
January 09, 2019

**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 \*  
Haley Patrick J.

(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)  
01/07/2019

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)  
Sr. Vice President, Commercial

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                    | 01/07/2019                           |  | M                              |   | 1,560 A \$ 5.82   | 98,571 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 01/07/2019                           |  | S <sup>(2)</sup>               |   | 1,560 D \$ 21.5   | 97,011   | D                                 |
| Common Stock                    | 01/07/2019                           |  | M                              |   | 4,000 A \$ 1.76   | 101,011  | D                                 |
| Common Stock                    | 01/07/2019                           |  | S <sup>(2)</sup>               |   | 4,000 D \$ 21.52  | 97,011   | D                                 |
| Common Stock                    | 01/08/2019                           |  | M                              |   | 2,000 A \$ 1.76   | 99,011   | D                                 |

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|              |            |                  |       |   |         |                       |   |           |
|--------------|------------|------------------|-------|---|---------|-----------------------|---|-----------|
| Common Stock | 01/08/2019 | S <sup>(2)</sup> | 2,000 | D | \$ 23   | 97,011                | D |           |
| Common Stock | 01/09/2019 | M                | 1,560 | A | \$ 5.82 | 98,571                | D |           |
| Common Stock | 01/09/2019 | S <sup>(2)</sup> | 1,560 | D | \$ 23.5 | 97,011                | D |           |
| Common Stock |            |                  |       |   |         | 23,539                | I | By spouse |
| Common Stock |            |                  |       |   |         | 10,283 <sup>(4)</sup> | I | By 401(k) |

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 |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |       |
| Option (right to buy)                      | \$ 5.82  | 01/07/2019                           |  | M                              | 1,560   | 09/30/2014 <sup>(5)</sup>                                | 09/29/2020  | Common Stock               | 1,560 |
| Option (right to buy)                      | \$ 1.76  | 01/07/2019                           |  | M                              | 4,000   | 11/17/2015 <sup>(6)</sup>                                | 11/16/2021  | Common Stock               | 4,000 |
| Option (right to buy)                      | \$ 1.76  | 01/08/2019                           |  | M                              | 2,000   | 11/17/2015 <sup>(6)</sup>                                | 11/16/2021  | Common Stock               | 2,000 |
| Option (right to buy)                      | \$ 5.82  | 01/09/2019                           |  | M                              | 1,560   | 09/30/2014 <sup>(5)</sup>                                | 09/29/2020  | Common Stock               | 1,560 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Haley Patrick J.<br>C/O EXELIXIS, INC.<br>1851 HARBOR BAY PARKWAY<br>ALAMEDA, CA 94502 |               |           | Sr. Vice President, Commercial |       |

## Signatures

|  |                     |
|--|---------------------|
| /s/ Jennifer Drimmer Rokovich, Attorney<br>in Fact | 01/09/2019          |
| <small>**Signature of Reporting Person</small>     | <small>Date</small> |

## 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 49,234 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 23, 2018.  
Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$21.03 to \$22.00.
- (3) 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.
- (4) Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of January 7, 2019.
- (5) The option, representing the right to purchase a total of 7,800 shares of Exelixis, Inc. common stock, became fully exercisable on September 30, 2017.
- (6) The option, representing the right to purchase a total of 50,000 shares of Exelixis, Inc. common stock, became fully exercisable on November 17, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.