

MARCHESI VINCENT T

Form 4

February 22, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARCHESI VINCENT T

(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)
02/22/2019

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/22/2019		M		11,250	A	\$ 4.16
Common Stock	02/22/2019		M		15,000	A	\$ 5.92
Common Stock	02/22/2019		M		15,000	A	\$ 4.57
Common Stock	02/22/2019		S		41,250	D	\$ 21.5

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

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 4.16	02/22/2019		M		11,250		05/14/2009 ⁽²⁾	05/13/2019	Common Stock	11,250
Option (right to buy)	\$ 5.92	02/22/2019		M		15,000		05/19/2010 ⁽³⁾	05/18/2020	Common Stock	15,000
Option (right to buy)	\$ 4.57	02/22/2019		M		15,000		05/24/2012 ⁽⁴⁾	05/23/2019	Common Stock	15,000

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

/s/ Jennifer Drimmer Rokovich, Attorney
in Fact

02/22/2019

**Signature of Reporting Person

Date

- * 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 7,937 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.

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- (2) The option, representing the right to purchase a total of 11,250 shares of Exelixis, Inc. common stock, became fully exercisable on May 14, 2009.
- (3) The option, representing the right to purchase a total of 15,000 shares of Exelixis, Inc. common stock, became fully exercisable on May 19, 2010.
- (4) The option, representing the right to purchase a total of 15,000 shares of Exelixis, Inc. common stock, became fully exercisable on May 24, 2012.

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.