

SCANGOS GEORGE A

Form 4

August 10, 2018

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 *
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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/10/2018		M	V Amount (A) or (D) Price 75,000 A \$ 5.04	1,553,648	D	
Common Stock	08/10/2018		M	V Amount (A) or (D) Price 33,333 A \$ 4.42	1,586,981	D	
Common Stock					8,963 ⁽¹⁾	I	By Trust (JS)
Common Stock					8,963 ⁽²⁾	I	By Trust (KS)
Common Stock					5,669 ⁽³⁾	I	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 5.04	08/10/2018		M	75,000	12/16/2009 ⁽⁴⁾ 12/15/2018	Common Stock 75,000
Option (right to buy)	\$ 4.42	08/10/2018		M	33,333	02/26/2010 ⁽⁵⁾ 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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