

EXELIXIS, INC.
Form 4
December 07, 2016

FORM 4

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

OMB APPROVAL

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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., 210 E. GRAND AVE.

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2016

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	12/05/2016		M		357,976	A	\$ 8.99
					1,668,186 ⁽¹⁾	D	
Common Stock	12/05/2016		S		204,718	D	\$ 17.81
					⁽²⁾		1,463,468
Common Stock	12/07/2016		M		356	A	\$ 8.99
					1,463,824	D	
Common Stock	12/07/2016		S		176	D	\$ 17.9
					1,463,648	D	
					8,963	I	

Common Stock				By Trust (JS) ⁽³⁾
Common Stock	8,963	I		By Trust (KS) ⁽⁴⁾
Common Stock	5,669	I		By 401(k) Plan ⁽⁵⁾

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

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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 Number of Shares
Option (right to buy)	\$ 8.99	12/05/2016		M	357,976	12/08/2007 ⁽⁶⁾ 12/07/2016		Common Stock	357,976
Option (right to buy)	\$ 8.99	12/07/2016		M	356	12/08/2007 ⁽⁶⁾ 12/07/2016		Common Stock	356

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCANGOS GEORGE A
C/O EXELIXIS, INC.
210 E. GRAND AVE.
SOUTH SAN FRANCISCO, CA 94080

X

Signatures

/s/ Jeffrey J. Hessekiel, Attorney
in Fact

12/07/2016

**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 1,596 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 \$17.45 to \$18.00.
- (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.
- (3) Shares held by George A. Scangos and Leslie S. Wilson, as Trustees of the Jennifer Scangos Trust.
- (4) Shares held by George A. Scangos and Leslie S. Wilson, as Trustees of the Katherine Scangos Trust.
- (5) Represents 5,669 shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of December 2, 2016.

The option, representing the right to purchase a total of 400,000 shares of Exelixis, Inc. common stock, became exercisable as to 100,000 shares on December 8, 2007, 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 8, 2006). 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 358,332 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. 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.