Schwab Gisela Form 4 May 04, 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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

OMB

Number:

Expires:

**OMB APPROVAL** 

0.5

3235-0287

January 31,

2005

obligations may continue. See Instruction 1(b).

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 \* Schwab Gisela

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) EXELIXIS, INC. [EXEL]

(Check all applicable)

C/O EXELIXIS, INC., 210 E.

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 05/03/2018

Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify

below)

Pres Prod Dev & Med Aff & CMO

GRAND AVE.

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

**SOUTH SAN** FRANCISCO, CA 94080

(City)	(State)	(Zip) 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. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	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	05/03/2018		M	22,500	A	\$ 5.5	300,788 (1)	D			
Common Stock	05/03/2018		S(2)	7,800	D	\$ 22.36 (3)	292,988	D			
Common Stock	05/03/2018		S(2)	14,700	D	\$ 23.47 (4)	278,288	D			
Common Stock							14,505 <u>(5)</u>	I	By 401(k)		

#### Edgar Filing: Schwab Gisela - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number of		6. Date Exercisable and		7. Title and Amount o	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		<b>Underlying Securities</b>	
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
						Date Exercisable	Expiration Date	Title	Amount or Number
				Code V	(A) (D)				of Share
Option (right to buy)	\$ 5.5	05/03/2018		M	22,500	09/28/2012 <u>(6)</u>	09/27/2018	Common Stock	22,500

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schwab Gisela C/O EXELIXIS, INC. 210 E. GRAND AVE. SOUTH SAN FRANCISCO, CA 94080

Pres Prod Dev & Med Aff & CMO

### **Signatures**

/s/ Jennifer Drimmer Rokovich, Attorney in Fact

05/04/2018

\*\*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) Includes 90,000 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units and 1,008 shares of common stock acquired on April 30, 2018, pursuant to the Exelixis, Inc. 2000 Employee Stock Purchase Plan.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 2, 2018.
- (3) Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$21.95 to \$22.90. 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

Reporting Owners 2

#### Edgar Filing: Schwab Gisela - Form 4

footnote 3 to this Form 4.

- Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$22.98 to \$23.75.

  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 4 to this Form 4.
- (5) Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of May 2, 2018.
- (6) The option, representing the right to purchase a total of 112,500 shares of Exelixis, Inc. common stock, became fully exercisable on September 28, 2015.

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.