

EXELIXIS INC  
Form 8-K  
March 15, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): March 15, 2011**

**EXELIXIS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**000-30235**  
(Commission

File Number)

**04-3257395**  
(IRS Employer

Identification No.)

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**170 Harbor Way**

**P.O. Box 511**

**South San Francisco, California 94083-0511**

**(Address of principal executive offices, and including zip code)**

**(650) 837-7000**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On March 15, 2011, Exelixis, Inc. (the Company ) issued a press release announcing the closing of an underwritten public offering of 17,250,000 shares of its common stock, including 2,250,000 shares of its common stock issued pursuant to the full exercise of the option granted to the underwriters of the offering to purchase additional shares. The underwriters purchased the shares of common stock at a price of \$10.4225 per share, which the Company expects will result in aggregate net proceeds of approximately \$179.4 million after deducting the estimated offering expenses payable by the Company. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

**Exhibit**

| <b>No.</b> | <b>Description</b>                 |
|------------|------------------------------------|
| 99.1       | Press Release dated March 15, 2011 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 15, 2011

EXELIXIS, INC.

/s/ James B. Bucher

James B. Bucher  
Vice President, Corporate Legal Affairs and Secretary

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                 |
|------------------------|------------------------------------|
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