

EXELIXIS INC  
Form SC TO-C  
April 13, 2009

# **SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

## **SCHEDULE TO**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

## **EXELIXIS, INC.**

**(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**COMMON STOCK, \$0.001 PAR VALUE**

**(Title of Class of Securities)**

**30161Q104**

**(CUSIP Number of Class of Securities)**

**George A. Scangos**

**Chief Executive Officer**

**Exelixis, Inc.**

**249 East Grand Ave.**

**P.O. Box 511**

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South San Francisco, CA 94083-0511

(650) 837-7000

(Name, Address and Telephone Number of Person Authorized

to Receive Notices and Communications on Behalf of Filing Person)

*Copies to:*

**James B. Bucher, Esq.**

**Vice President, Corporate Legal Affairs and Secretary**

**Exelixis, Inc.**

**249 East Grand Ave.**

**P.O. Box 511**

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

**Suzanne Sawochka Hooper, Esq.**

**Cooley Godward Kronish LLP**

**Five Palo Alto Square**

**3000 El Camino Real**

**Palo Alto, CA 94306-2155**

**Calculation of Filing Fee**

**Transaction Valuation**

N/A

**Amount of Filing Fee\***

N/A

\* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A

Filing Party: N/A

Form or Registration Number: N/A

Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

On April 13, 2009, Exelixis, Inc. ( Exelixis or the Company ) filed with the Securities and Exchange Commission ( SEC ) its Notice of Annual Meeting of Stockholders and Proxy Statement for the Annual Meeting of Stockholders of the Company to be held on May 13, 2009 (the Proxy Statement ), which contains a proposal the Company intends to submit to the Company s stockholders to approve a proposed exchange of certain outstanding options for a reduced number of replacement stock options to be granted under the Exelixis, Inc. 2000 Equity Incentive Plan with an exercise price equal to the fair market value of Exelixis common stock at the time of exchange (the Option Exchange Program ). The Proxy Statement does not constitute an offer to holders of the Company s outstanding stock options to exchange those options. The proposed Option Exchange Program will only be commenced, if at all, if the Company s stockholders and a special committee of the Company s Board of Directors approve the Option Exchange Program and the Company thereafter affirmatively elects to implement the Option Exchange Program.

***The Option Exchange Program has not yet commenced. Exelixis will file a Tender Offer Statement on Schedule TO with the SEC upon the commencement of the Option Exchange Program. Persons who are eligible to participate in the Option Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Option Exchange Program.***

***Exelixis stockholders and option holders will be able to obtain the written materials described above and other documents filed by Exelixis with the SEC free of charge from the SEC s website at [www.sec.gov](http://www.sec.gov). In addition, stockholders and option holders may obtain free copies of the documents filed by Exelixis with the SEC by directing a written request to: Exelixis, Inc. 249 East Grand Avenue, P.O. Box 511, South San Francisco, California 94083-0511, Attention: Corporate Secretary.***

**Item 12. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Notice of Annual Meeting of Stockholders and Proxy Statement for the Annual Meeting of Stockholders (incorporated by reference to the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 13, 2009).