

EXELIXIS, INC.  
Form 8-K  
February 21, 2014

**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): February 21, 2014**

**EXELIXIS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**000-30235**  
**(Commission**  
**File Number)**  
**210 East Grand Ave.**

**04-3257395**  
**(IRS Employer**  
**Identification No.)**

**South San Francisco, California 94080**

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**(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 February 21, 2014, Exelixis, Inc. filed a prospectus supplement to its effective shelf registration statement on Form S-3 (Registration No. 333-194074) filed with the Securities and Exchange Commission. This Current Report is being filed solely for the purpose of filing the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares set forth in the prospectus supplement, which opinion is attached as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

**Exhibit**

| <b>No.</b> | <b>Description</b>                               |
|------------|--|
| 5.1        | Opinion of Cooley LLP                            |
| 23.1       | Consent of Cooley LLP (contained in Exhibit 5.1) |

**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: February 21, 2014

EXELIXIS, INC.

/s/ James B. Bucher

James B. Bucher

Vice President, Corporate Legal Affairs and Secretary

**EXHIBIT INDEX**

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