

EXACT SCIENCES CORP

Form 4

January 05, 2015

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
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ARORA MANEESH

(Last) (First) (Middle)

C/O EXACT SCIENCES
CORP., 441 CHARMANY DRIVE

(Street)

MADISON, WI 53719

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EXACT SCIENCES CORP [EXAS]

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

12/31/2014

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)

COO

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/08/2014		Code V G V	Amount 65,000 (1)	(A) or (D) D \$ 0	99,893	D
Common Stock	05/08/2014		G V	65,000 (1)	A \$ 0	65,000	I
							Held in Grantor Retained Annuity Trust
Common Stock	10/31/2014		A V	1,280 (2)	A \$ 7.81	101,173	D
Common Stock	12/31/2014		M	6,567 (3)	A \$ 0	107,740	D

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Common Stock	01/02/2015	S	2,495 (4)	D	\$ 26.72	105,245	D	
Common Stock						10,144	I	Held in 401(K) Account

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

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(9-02)

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 (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)	8. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	12/31/2014(6)		M		6,567	(6) (6)	Common Stock	6,567 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARORA MANEESH C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719	X		COO	

Signatures

/s/ Maneesh Arora by Mark R. Busch,
attorney-in-fact

01/05/2015

**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) Represents shares of common stock transferred to Maneesh Arora 2014 Grantor Retained Annuity Trust.
- (2) Represents shares purchased through Employee Stock Purchase Plan.
- (3) Represents shares of common stock received upon vesting of a restricted stock unit award.
- (4) Represents shares sold pursuant to a Sell-to-Cover Rule 10b5-1 Plan to pay withholding taxes due in connection with the vesting of certain shares of restricted stock on December 31, 2014.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock.
Represents a restricted stock unit award granted on February 22, 2013 and earned on December 31, 2013 based on the satisfaction of
- (6) certain performance-based vesting requirements. The restricted stock units vest in three equal annual installments beginning on December 31, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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