Conroy Kevin T Form 4 November 13, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549 Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

subject to Section 16. Form 4 or Form 5

obligations

Expires: 2005 Estimated average

0.5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Conroy Kevin T			2. Issuer Name and Ticker or Trading Symbol EXACT SCHENGES CORD LEVASI	5. Relationship of Reporting Person(s) to Issuer	
(Last)	(First)	(Middle)	EXACT SCIENCES CORP [EXAS] 3. Date of Earliest Transaction	(Check all applicable)	
C/O EXACT CORP., 441			(Month/Day/Year) 11/09/2017	X Director 10% OwnerX Officer (give title Other (specify below) President and CEO	
	(Street)		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	
MADISON, WI 53719				Form filed by More than One Reporting Person	

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			Securities O Beneficially Fe Owned D Following on Reported (I Transaction(s) (I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)	
Common	444004004		Code V		(D)	Price	(Instr. 3 and 4)	_	
Stock	11/09/2017		M	137,815	A	\$ 0.83	967,867	D	
Common Stock	11/09/2017		S	51,976 (1)	D	\$ 58.593 (2)	915,891	D	
Common Stock	11/09/2017		S	80,405 (1)	D	\$ 59.431 (3)	835,486	D	
Common Stock	11/09/2017		S	5,424 <u>(1)</u>	D	\$ 60.046 (4)	830,052 (5)	D	

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Common Stock	24,990	I	Held in 401(K) Account
Common Stock	65,189	I	Held in Grantor Retained Annuity Trust

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 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)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (right to buy)	\$ 0.83	11/09/2017		M		137,815	03/18/2013	03/18/2019	Common Stock	137,81:

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting o water runner, raunted	Director	10% Owner	Officer	Other				
Conroy Kevin T C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719	X		President and CEO					
Signatures								
/s/ Kevin T. Conroy by Mark R. B attorney-in-fact		11/13/2017						
**Signature of Reporting Per		Date						

Reporting Owners 2

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).
- As previously announced by Exact Sciences Corporation in its Current Report on Form 8-K filed on August 11, 2017, the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 10, 2017 which covers only the remaining portion of a stock option granted to Mr. Conroy in March 2009 that expires in March 2019.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.93 to \$58.92, inclusive. The reporting person undertakes to provide to Exact Sciences Corporation, any security holder of Exact Sciences Corporation, 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 this footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.93 to \$59.92, inclusive. The reporting person undertakes to provide to Exact Sciences Corporation, any security holder of Exact Sciences Corporation, 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 this footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.93 to \$60.36, inclusive. The reporting person undertakes to provide to Exact Sciences Corporation, any security holder of Exact Sciences Corporation, 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 this footnote (4) to this Form 4.
- In addition to the shares of Common Stock and options to purchase Common Stock reported on this Form 4, which total 1,800,492 shares, (5) Mr. Conroy also holds, in the aggregate, an additional 1,125,158 vested and unvested options to purchase shares of Common Stock and restricted stock units, with each restricted stock unit representing a contingent right to receive one share of Common Stock.

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.