

COWARD D SCOTT

Form 4

February 28, 2019

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
COWARD D SCOTT

(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)
02/26/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Administrative Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (A) 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	02/26/2019		M	(A) or (D) Amount 21,400 (1)	\$ 0	107,070	D
Common Stock	02/27/2019		S	(A) or (D) Amount 9,803 (2)	\$ 95.074	97,267	D
Common Stock	02/27/2019		M	(A) or (D) Amount 5,025 (3)	\$ 0	102,292 (4)	D
Common Stock					3,882	I	Held in 401(K) Plan

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	<u>(5)</u>	02/26/2019		M	21,400	<u>(6)</u> <u>(6)</u>	Common Stock
Stock Option (right to buy)	\$ 92.62	02/26/2019		A	10,786	02/26/2020 ⁽⁷⁾ 02/26/2029	Common Stock
Restricted Stock Units	<u>(5)</u>	02/26/2019		A	13,051	<u>(8)</u> <u>(8)</u>	Common Stock
Restricted Stock Units	<u>(5)</u>	02/27/2019		M	5,025	<u>(9)</u> <u>(9)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COWARD D SCOTT C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719	Chief Administrative Officer

Signatures

/s/ D. Scott Coward by Mark R. Busch,
attorney-in-fact

02/28/2019

__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 received upon vesting of a restricted stock unit award on February 26, 2019.
- (2) 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 restricted stock units on February 26, 2019.
- (3) Represents shares of common stock received upon vesting of a restricted stock unit award on February 27, 2019.
In addition to the shares of Common Stock reported on this Form 4, which total 106,174 shares, Mr. Coward also holds, in the aggregate,
(4) an additional 256,237 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.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (6) Represents a restricted stock unit award granted on February 26, 2016 that partially vested on February 26, 2019. The restricted stock units vest in four equal annual installments beginning on February 26, 2017.
- (7) These options vest and become exercisable in four equal annual installments beginning on the first anniversary of the grant date.
- (8) These restricted stock units vest in four equal annual installments beginning on the first anniversary of the grant date.
- (9) Represents a restricted stock unit award granted on February 27, 2018 that partially vested on February 27, 2019. The restricted stock units vest in four equal annual installments beginning on February 27, 2019.

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.