

Conroy Kevin T  
Form 4  
March 12, 2019

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Conroy Kevin T

(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)

03/09/2019

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)

President and CEO

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 (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)
			Code	V	Amount or Price		
Common Stock	03/09/2019		M		24,400 <sup>(1)</sup>	A	\$ 0
Common Stock	03/11/2019		S		11,227 <sup>(2)</sup>	D	\$ 87.212
Common Stock					25,913	I	Held in 401(K) Plan
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.

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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 Acquired (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. Amount or Number of Shares
Restricted Stock Units	(4)	03/09/2019		M	24,400	(5) (5)	Common Stock	24,400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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. Busch,  
attorney-in-fact

03/12/2019

\_\_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.
- (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 March 9, 2019.
- (3)

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In addition to the shares of Common Stock reported on this Form 4, which total 1,029,628 shares, Mr. Conroy also holds, in the aggregate, an additional 1,149,541 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.

- (4) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (5) Represents a restricted stock unit award granted on March 9, 2015 that partially vested on March 9, 2019. The restricted stock units vest in four equal annual installments beginning on March 9, 2016.

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. the Company's fiscal years ended June 30, 1999 and 2000 and through September 13, 2000 (the date that the Company filed a Current Report on Form 8-K disclosing its decision to no longer engage KPMG LLP) there were no disagreements with KPMG LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to the satisfaction of KPMG LLP would have caused it to make reference to the subject matter of the disagreements in its report on the financial statements of the Company for such years and the Company had no reportable events (as defined in Item 304 (a) (1) (v) of Regulation S-K). OTHER MATTERS The Board of Directors of the Company knows of no matters to be presented at the Annual Meeting other than those described in this proxy statement. In the event that other business properly comes before the meeting, the persons named as proxies will have discretionary authority to vote the shares represented by the accompanying proxy in accordance with their own judgment. Proxy Solicitation Expense The cost of the solicitation of proxies will be borne by the Company. In addition to solicitation by mail, directors, officers and employees of the Company and its subsidiaries, without receiving any additional compensation, may solicit proxies personally or by telephone or facsimile. The Company has retained American Stock Transfer & Trust Company to request brokerage houses, banks and other custodians or nominees holding stock in their names for others to forward proxy materials to their customers or principals who are the beneficial owners of shares and will reimburse them for their expenses in doing so. The Company does not anticipate that the costs and expenses incurred in connection with this proxy solicitation will exceed those normally expended for a proxy solicitation for those matters to be voted on in the Annual Meeting. Compliance with Section 16(a) of the Securities Exchange Act of 1934 Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers and persons who beneficially own more than 10% of the Company's Common Stock to file reports of ownership and changes in ownership with the Securities and Exchange Commission, or SEC. Such directors, executive officers and greater than 10% stockholders are required by SEC regulation to furnish to the Company copies of all Section 16(a) forms they file. The Company believes that during fiscal year 2002, all Section 16(a) filing requirements were satisfied on a timely basis, except that due to a clerical error the Form 4 to reflect the 5,000 share annual grant of options for each director who is not also an employee of the Company was filed on Form 5 on August 13, 2002, rather than immediately following the grant dates November 20, 2001 and March 13, 2002. Deadline for Submission of Stockholder Proposals for Next Year's Annual Meeting The proxy rules adopted by the Securities and Exchange Commission provide that certain stockholder proposals must be included in the proxy statement for the Company's 2003 Annual Meeting. For a proposal to be considered for inclusion in the Company's proxy materials for the Company's Annual Meeting of Stockholders, it must be received in writing by the Company on or 21 before May 15, 2003 at its principal office, 300 D Street, SW, Suite 801, Washington, D.C. 20024, Attention: Secretary. The Company's Annual Report on Form 10-K, including the Company's audited financial statements for the year ended June 30, 2002, is being mailed herewith to all stockholders of record on the record date. By Order of the Board of Directors, Julia A. Pulzone Senior Vice President, Finance and Chief Financial Officer Secretary and Treasurer Washington, D.C. September 30, 2002 Each stockholder, whether or not he or she expects to be present in person at the Annual Meeting, is requested to MARK, SIGN, DATE and RETURN THE ENCLOSED PROXY CARD in the accompanying envelope as promptly as possible. A stockholder may revoke his or her proxy at any time prior to voting. 22 ANNEX A AUDIT COMMITTEE CHARTER The Audit Committee of the Board of Directors shall be comprised of three or more independent directors who are not officers or employees of the Company or any entity controlling, controlled by or under common control of the Company. All members of the Audit Committee shall have a working familiarity with basic financial and accounting practices. The Board of Directors shall designate one of the members of the Audit Committee as its Chairman. The Audit Committee shall meet at least three times a year, or more frequently as circumstances dictate. The Audit Committee shall report all proceedings to the Board of Directors.

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The Audit Committee shall keep regular minutes of its meetings. The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities. In this regard the Audit Committee shall (1) recommend for approval by the Board of Directors, the selection of independent public accountants, to be accountable to the Board of Directors and to the Audit Committee, (2) require the independent public accountants to annually declare relationships and/or services which may impact on their objectivity and independence, (3) ensure that appropriate internal controls and procedures regarding accounting, financial and legal compliance are in place, (4) review the results of independent audits with management including the scope, plan and results of any audits completed by the external auditors, (5) review with the Company's outside counsel any legal and regulatory matters that may have a material impact on the Company's financial statements, (6) meet with the management, independent accountants and outside counsel in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately, (7) review with the Board of Directors the performance of the independent auditors, (8) approve other, non-audit services to be provided by the Company's independent public accountants, (9) appoint counsel and accountants, independent of those representing the Company generally, as is determined to be necessary by the Committee and (10) perform any other activities consistent with the Company's charter, by-laws and applicable laws and regulations as the Board of Directors deems necessary or appropriate.

23 SPACEHAB, INCORPORATED THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS ANNUAL MEETING OF STOCKHOLDERS - November 12, 2002 P The undersigned hereby appoints Dr. Shelley A. Harrison and Michael E. Kearney, and each of them, as proxies of the undersigned, each with R full power to act without the other and with full power of substitution and re-substitution, to vote all the shares of Common O Stock of SPACEHAB, Incorporated that the undersigned is entitled to vote at the Annual Meeting of Stockholders to be held on November 12, X 2002, at 9:00 am. (local time), at the offices of Dewey Ballantine LLP, 1775 Pennsylvania Avenue, N.W., Washington, D.C. 20006, and at Y any postponements or adjournments thereof, with all the powers the undersigned would have if personally present, as follows: The Board of Directors recommends a vote FOR the following items: (1) To elect to the Board of Directors the following nominees for the term indicated in the proxy statement. FOR all nominees listed below (except as marked to the contrary by lining out or striking through below).  Hironori Aihara Richard Fairbanks Gordon S. Macklin Melvin D. Booth Dr. Shelley A. Harrison James R. Thompson Dr. Edward E. David, Jr. Michael E. Kearney  FOR  AGAINST  ABSTAIN INSTRUCTION: To withhold authority to vote for any individual nominee, write that nominee's name in the space provided below:

\_\_\_\_\_ (2) Ratification of the appointment by the Board of Directors of Ernst & Young LLP as independent public accountants for fiscal year 2003.  FOR  AGAINST  ABSTAIN In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the meeting, all in accordance with the accompanying Notice and proxy statement, receipt of which is hereby acknowledged. IF THIS PROXY IS PROPERLY EXECUTED AND TIMELY RETURNED, THE SHARES REPRESENTED THEREBY WILL BE VOTED. IF A CHOICE IS SPECIFIED BY THE STOCKHOLDER, THE SHARES WILL BE VOTED ACCORDINGLY. IF NOT OTHERWISE SPECIFIED, THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED FOR ITEMS 1 and 2. Dated \_\_\_\_\_ 2002

\_\_\_\_\_ Sign exactly as name appears hereon. When signing in a representative capacity, please give full title. Joint owners (if any) should each sign. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS