

COWARD D SCOTT
Form 4
February 28, 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 *
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
 Officer (give title below) Other (specify below)

Chief Administrative Officer

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	02/26/2019		M		21,400 (1) A \$ 0	D	
Common Stock	02/27/2019		S		9,803 (2) D \$ 95.074	D	
Common Stock	02/27/2019		M		5,025 (3) A \$ 0	D	
Common Stock						I	Held in 401(K) Plan
					3,882		

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(5)	02/26/2019		M	21,400	(6) (6)	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	(5)	02/26/2019		A	13,051	(8) (8)	Common Stock
Restricted Stock Units	(5)	02/27/2019		M	5,025	(9) (9)	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.

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