

COWARD D SCOTT

Form 4

July 03, 2018

**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

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Number: 3235-0287  
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(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)  
06/30/2018

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)

SVP and General Counsel

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/30/2018                              |                                                             | A                                    | V<br>Amount<br><u>3,806</u><br>(1)                                  | A \$ 5.95 70,807                                                                                                   | D                                                                    |                                                                   |
| Common<br>Stock                       | 06/30/2018                              |                                                             | M                                    | <u>4,687</u><br>(2)                                                 | A \$ 0 75,494                                                                                                      | D                                                                    |                                                                   |
| Common<br>Stock                       | 07/02/2018                              |                                                             | S                                    | <u>2,135</u><br>(3)                                                 | D \$ 59.099 73,359                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 3,689                                                                                                              | I                                                                    | Held in<br>401(K)<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secu<br>(Instr |                 |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|----------------------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date               | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (4)                                                                | 06/30/2018                              |                                                             | M                                    |                                                                                                                 | 4,687                                                          |     | (5)                                                                 | (5)                              | Common<br>Stock | 4,687                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships                    |
|---------------------------------------------------------------------------------------|----------------------------------|
|                                                                                       | Director 10% Owner Officer Other |
| COWARD D SCOTT<br>C/O EXACT SCIENCES CORP.<br>441 CHARMANY DRIVE<br>MADISON, WI 53719 | SVP and General Counsel          |

## Signatures

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

07/03/2018

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 purchased through Employee Stock Purchase Plan.

(2) Represents shares of common stock received upon vesting of a restricted stock unit award on June 30, 2018.

(3) 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 June 30, 2018.

(4) Each restricted stock unit represents a contingent right to receive one share of common stock.

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- Represents a restricted stock unit award granted on January 1, 2015 that partially vested on June 30, 2018. The restricted stock units vest
- (5) as follows: one-quarter on the first anniversary of the grant date and the balance in equal quarterly installments over the three year period beginning on the one-year anniversary of the grant date.

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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