

Johnson Scott C.
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 *
Johnson Scott C.

2. Issuer Name and Ticker or Trading Symbol
EXACT SCIENCES CORP [EXAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O EXACT SCIENCES
CORP., 441 CHARMANY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Research and Development

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MADISON, WI 53719

(City) (State) (Zip)

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 (D) Price			
Common Stock	02/27/2019		M	3,525 (1)	A \$ 0 8,818 (2)	D	
Common Stock					193	I	Held in 401(K) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (right to buy)	\$ 92.62	02/26/2019		A	6,741	02/26/2020 ⁽³⁾ 02/26/2029	Common Stock 6,
Restricted Stock Units	⁽⁴⁾	02/26/2019		A	8,156	⁽⁵⁾ ⁽⁵⁾	Common Stock 8,
Restricted Stock Units	⁽⁴⁾	02/27/2019		M	3,525	⁽⁶⁾ ⁽⁶⁾	Common Stock 3,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Scott C. C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719			SVP - Research and Development	

Signatures

/s/ Scott C. Johnson 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 27, 2019.
- (2) In addition to the shares of Common Stock reported on this Form 4, which total 9,011 shares, Mr. Johnson also holds, in the aggregate, an additional 59,672 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.
- (3) These options vest and become exercisable in four equal annual installments beginning on the first anniversary of the grant date.

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- (4) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (5) These restricted stock units vest in four equal annual installments beginning on the first anniversary of the grant date.
- (6) 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.