

Elliott Jeffrey Thomas
 Form 4
 July 28, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Elliott Jeffrey Thomas

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/27/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

MADISON, WI 53719

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

(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 Ownership (Instr. 4)
Common Stock	05/01/2017		A	V 1,111 <u>(1)</u>	A \$ 13.26	1,111	D
Common Stock					472	I	Held in 401(K) Account

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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.68	07/27/2017 ⁽²⁾		A	65,000	02/23/2018 ⁽³⁾ 02/23/2027	Common Stock	65,000
Restricted Stock Units	⁽⁴⁾	07/27/2017 ⁽⁵⁾		A	37,200	⁽⁶⁾ ⁽⁶⁾	Common Stock	37,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elliott Jeffrey Thomas C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719			Chief Financial Officer	

Signatures

/s/ Jeffrey T. Elliott by Mark R. Busch,
attorney-in-fact

07/28/2017

__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 purchased through Employee Stock Purchase Plan.
This option award was granted by the Compensation Committee of the Board of Directors of Exact Sciences Corporation (the "Company") on February 23, 2017, contingent upon stockholder approval of Amendment No. 1 to the Company's 2010 Omnibus Long-Term Incentive Plan (As Amended and Restated Effective April 28, 2015) (the "Plan Amendment"). The Company's stockholders approved the Plan Amendment at the Company's 2017 Annual Meeting of Stockholders on July 27, 2017.
- (2) Long-Term Incentive Plan (As Amended and Restated Effective April 28, 2015) (the "Plan Amendment"). The Company's stockholders approved the Plan Amendment at the Company's 2017 Annual Meeting of Stockholders on July 27, 2017.
- (3) These options vest and become exercisable in four equal annual installments beginning on February 23, 2018.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (5) This restricted stock unit award was granted by the Compensation Committee of the Company's Board of Directors on February 23, 2017, contingent upon stockholder approval of the Plan Amendment. The Company's stockholders approved the Plan Amendment at the

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Company's 2017 Annual Meeting of Stockholders on July 27, 2017.

(6) These restricted stock units vest in four equal annual installments beginning on February 23, 2018.

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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