

Johnson Scott C.
Form 3
January 11, 2019

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â Johnson Scott C.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2019

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other

(give title below) (specify below)

SVP - Research and Development

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

C/O EXACT SCIENCES
CORP.,Â 441 CHARMANY
DRIVE

(Street)

MADISON,Â WIÂ 53719

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

5,293

D

Â

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	22,500	\$ 0	D	Â
Restricted Stock Units	Â (2)	Â (2)	Common Stock	14,100	\$ 0	D	Â
Stock Option (right to buy)	Â (3)	Â (3)	Common Stock	9,012	\$ 44.37	D	Â
Stock Option (right to buy)	Â (3)	Â (3)	Common Stock	2,688	\$ 44.37	D	Â

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	Â	Â	Â SVP - Research and Development	Â

Signatures

/s/ Scott C. Johnson by Mark Busch,
attorney-in-fact

01/11/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 a restricted stock unit award granted on September 11, 2017 that partially vested on September 11, 2018. The restricted stock units vest in four equal annual installments beginning on September 11, 2018.
- (2) These restricted stock units vest in four equal annual installments beginning on February 27, 2019, the first anniversary of the grant date.
- (3) These options vest and become exercisable in four equal annual installments beginning on February 27, 2019, the first anniversary of the grant date.

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Remarks:

Exhibit List: Â Exhibit 24 - Power of Attorney

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.