

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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Johnson Scott C.		(Month/Day/Year)	EXACT SCIENCES CORP [EXAS]	
(Last)	(First)	(Middle)	01/01/2019	
C/O EXACT SCIENCES CORP.,Â 441 CHARMANY DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner		
	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person	
	SVP - Research and Development		<input type="checkbox"/> Form filed by More than One Reporting Person	
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.