

Elliott Jeffrey Thomas  
 Form 4  
 February 28, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Elliott Jeffrey Thomas

(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)

02/26/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/27/2019                           |  | M                              | (A)<br>or<br>(D)<br>5,025<br>(1)                                  | \$ 0 43,091 (2)   | D  |   |
| Common Stock                    |                                      |  |                                |   | 960   | I  | Held in 401(K) 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)

Edgar Filing: Elliott Jeffrey Thomas - Form 4

**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                              | 11,361  | 02/26/2020 <sup>(3)</sup> 02/26/2029                     | Common Stock  |
| Restricted Stock Units                     | <sup>(4)</sup>   | 02/26/2019                           |  | A                              | 13,747  | <sup>(5)</sup> <sup>(5)</sup>                            | Common Stock  |
| Restricted Stock Units                     | <sup>(4)</sup>   | 02/27/2019                           |  | M                              | 5,025   | <sup>(6)</sup> <sup>(6)</sup>                            | Common Stock  |

## Reporting Owners

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

## Signatures

/s/ Jeffrey T. Elliott 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 44,051 shares, Mr. Elliott also holds, in the aggregate, an additional 177,983 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.

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

## Edgar Filing: Elliott Jeffrey Thomas - Form 4

- (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.