

ARORA MANEESH  
Form 4  
July 28, 2017

**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 \*  
ARORA MANEESH

(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)

07/27/2017

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)  
COO

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 Ownership (Instr. 4)		
			Code	V	Amount (D) Price				
Common Stock	05/12/2015		G	V	9,300 (1)	D	\$ 0 55,700	I	Held in Grantor Retained Annuity Trust
Common Stock	05/11/2016		G	V	41,994 (1)	D	\$ 0 13,706	I	Held in Grantor Retained Annuity Trust
Common Stock	05/09/2017		G	V	13,706 (1)	D	\$ 0 0	I	Held in Grantor

Common Stock	621,339	D	Retained Annuity Trust
Common Stock	13,198	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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(9-02)

**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)	\$ 21.68	07/27/2017 <sup>(2)</sup>		A	132,000	02/23/2018 <sup>(3)</sup> 02/23/2027 <sup>(3)</sup>	Common Stock
Restricted Stock Units	<sup>(4)</sup>	07/27/2017 <sup>(5)</sup>		A	75,500	<sup>(6)</sup> <sup>(6)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARORA MANEESH C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719	X		COO	

## Signatures

/s/ Maneesh Arora 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 a distribution of securities by the independent trustee of the Maneesh K. Arora 2014 Grantor Retained Annuity Trust (the "Trust") back to the insider in satisfaction of the Trust's annuity obligations.  

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) These options vest and become exercisable in four equal annual installments beginning on February 23, 2018.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock.  

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 Company's 2017 Annual Meeting of Stockholders on July 27, 2017.
- (4) 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. 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.