

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * COWARD D SCOTT	2. Date of Event Requiring Statement (MM/DD/YYYY) 12/30/2020	3. Issuer Name and Ticker or Trading Symbol EXACT SCIENCES CORP [EXAS]
(Last) (First) (Middle) C/O EXACT SCIENCES CORP., 5505 ENDEAVOR LANE	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Administrative Officer /	
(Street) MADISON, WI 53719	5. If Amendment, Date Original Filed(MM/DD/YYYY)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(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	1301	D	
Common Stock	4073	I	Held in 401(k) Plan

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(1)	(1)	Common Stock	12850	(2)	D	
Restricted Stock Units	(3)	(3)	Common Stock	10050	(2)	D	
Restricted Stock Units	(4)	(4)	Common Stock	9789	(2)	D	
Restricted Stock Units	(5)	(5)	Common Stock	15888	(2)	D	
Stock Option (right to buy)	(6)	(6)	Common Stock	18750	\$21.68	D	
Stock Option (right to buy)	(7)	(7)	Common Stock	8350	\$44.37	D	
Stock Option (right to buy)	(8)	(8)	Common Stock	8090	\$92.62	D	
Stock Option (right to buy)	(9)	(9)	Common Stock	12875	\$98.18	D	

Explanation of Responses:

- (1) Represents a restricted stock unit award that vests in full on February 23, 2021.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (3) Represents a restricted stock unit award that vests in two equal annual installments beginning on February 27, 2021.
- (4) Represents a restricted stock unit award that vests in three equal annual installments beginning on February 26, 2021.
- (5) Represents a restricted stock unit award that vests in four equal annual installments beginning on February 14, 2021.
- (6) These options vest and become exercisable in full on February 23, 2021.
- (7) These options vest and become exercisable in two equal annual installments beginning on February 27, 2021.
- (8) These options vest and become exercisable in three equal annual installments beginning on February 26, 2021.
- (9) These options vest and become exercisable in four equal annual installments beginning on February 14, 2021.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COWARD D SCOTT C/O EXACT SCIENCES CORP. 5505 ENDEAVOR LANE MADISON, WI 53719			Chief Administrative Officer	

Signatures

/s/ D. Scott Coward by Mark R. Busch, attorney-in-fact

1/11/2021

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.