

- (8) These restricted stock units vest in four equal annual installments beginning on the first anniversary of the grant date.
- (9) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COWARD D SCOTT C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719			Chief Administrative Officer	

Signatures

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

2/28/2019

**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 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).

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.