

# 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 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |  |   |  |  |   |  |  |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person *               |  |  | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |  |
| <b>COWARD D SCOTT</b>                                   |  |  | <b>EXACT SCIENCES CORP [ EXAS ]</b>               |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Administrative Officer</b> |  |  |
| (Last) (First) (Middle)                                 |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |   |  |  |
| <b>C/O EXACT SCIENCES CORP., 441<br/>CHARMANY DRIVE</b> |  |  | <b>1/2/2019</b>                                   |  |  |   |  |  |
| (Street)  |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| <b>MADISON, WI 53719</b>                                |  |  |   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| (City) (State) (Zip)                                    |  |  |   |  |  |   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |          | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|----------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price    |   |   |   |
| Common Stock                       | 1/2/2019       |   | M                            |   | 4687<br>(1)   | A             | \$0.00   | 80544   | D   |   |
| Common Stock                       | 1/3/2019       |   | S                            |   | 1581<br>(2)   | D             | \$62.754 | 78963   | D   |   |
| Common Stock                       |                |   |                              |   |   |               |          | 3689  | I   | Held in<br>401(K)<br>Plan   |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|-----|--|--------------------|--|----------------------------------|---|--|---|--|
|  |  |                   |   | Code                            | V | (A)  | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |  |   |  |
| Restricted Stock<br>Units                      | (3)  | 1/2/2019          |   | M                               |   | 4687   |     | (4)  | (4)                | Common<br>Stock  | 4687                             | \$0.00  | 0  | D   |  |
| Performance Share<br>Units (5)                 | (6)  | 1/2/2019          |   | A                               |   | 169109   |     | (7)  | (7)                | Common<br>Stock  | 169109                           | \$0.00  | 169109   | D   |  |

### Explanation of Responses:

- Represents shares of common stock received upon vesting of a restricted stock unit award on December 31, 2018 and delivered on January 2, 2019.
- Represents shares sold pursuant to a Sell-to-Cover Rule 10b5-1 Plan to pay withholding taxes due in connection with the vesting of certain restricted stock units on December 31, 2018.
- Each Restricted Stock Unit represents a contingent right to receive one share of common stock.
- Represents a restricted stock unit award granted on January 1, 2015 that partially vested on December 31, 2018 and which shares were delivered on January 2, 2019. The restricted stock units vest as follows: one-quarter on the first anniversary of the grant date and the balance in equal quarterly installments over the three year period beginning on the one-year anniversary of the grant date.
- Represents a PSU award granted on February 26, 2016 (the "PSU Award") which covered a three-year performance measurement period ending on December 31, 2018 (the "Performance Period") and was described in the Company's proxy statement filed with the Securities and Exchange Commission on April 28, 2017.
- Each Performance Share Unit represents a right to receive one share of common stock.
- The PSU Award was subject to certain performance-based vesting requirements tied to the growth in the Company's stock price through the end of the Performance Period as calculated by reference to the 20 trading day trailing average closing price of the Company's common stock (the "Stock Price") as of the last day of the Performance Period compared to such Stock Price as of the beginning of the Performance Period. The Stock Price as of the last day of the Performance Period was \$67.25 representing a greater than 760% increase from the \$8.85 Stock Price at the beginning of the Performance Period. At target, the PSU Award covered 112,740 PSUs. Because the Stock Price at the end of the Performance Period well exceeded the maximum target Stock Price, the reporting person earned the maximum number of PSUs to which he was entitled under the PSU Award. The PSUs are immediately vested and will settle into

shares of Common Stock within 30 days from the date of issuance.

**Reporting Owners**

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

**Signatures**

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

1/4/2019

—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.

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