

# 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>Zanotti Katherine S</b>                              |  | <b>EXACT SCIENCES CORP [ EXAS ]</b>               |  | <input checked="" type="checkbox"/> Director _____ 10% Owner                    |  |
| (Last) (First) (Middle)                                 |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  | <input type="checkbox"/> Officer (give title below) _____ Other (specify below) |  |
| <b>C/O EXACT SCIENCES CORP., 441<br/>CHARMANY DRIVE</b> |  | <b>7/28/2020</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          |  |
| (City) (State) (Zip)                                    |  |   |  | <input type="checkbox"/> Form filed by More than One Reporting Person           |  |

### 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                       | 7/28/2020      |   | S                            |   | 1164 (U)  | D             | \$96.13   | 41907   | D   |   |
| Common Stock                       |                |   |                              |   |   |               |   | 37000   | I   | By<br>grantor<br>retained<br>annuity<br>trust |

### 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. 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 |   |  |   |  |

#### Explanation of Responses:

- (1) The sales reported in this field were effected pursuant to a Rule 10b5-1 trading plan to cover certain tax liabilities arising out of the vesting of shares of restricted stock.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| <b>Zanotti Katherine S<br/>C/O EXACT SCIENCES CORP.<br/>441 CHARMANY DRIVE<br/>MADISON, WI 53719</b> | X             |           |         |       |

#### Signatures

/s/ Katherine S. Zanotti by Mark R. Busch, attorney-in-fact

7/30/2020

\*\*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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