

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

### 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 (Check all applicable)		
<b>Conroy Kevin T</b>			<b>EXACT SCIENCES CORP [ EXAS ]</b>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President and CEO</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O EXACT SCIENCES CORP., 5505 ENDEAVOR LANE</b>			<b>2/26/2021</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 <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 (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/26/2021		M		9312 (1)	A	\$0.00	819677	D	
Common Stock	3/1/2021		S		4335 (2)	D	\$137.44	815342	D	
Common Stock	3/1/2021		S		26958 (3)	D	\$136.79	788384 (4)	D	
Common Stock								26325	I	Held in 401(k) Plan
Common Stock								21730	I	Held in Grantor Retained Annuity Trust
Common Stock								21730	I	Held in Grantor Retained Annuity Trust
Common Stock								21729	I	Held in Grantor Retained Annuity Trust

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(5)	2/26/2021		M		9312		(6)	(6)	Common Stock	9312	\$0.00	18624	D	

#### Explanation of Responses:

- Represents shares of common stock received upon vesting of a restricted stock unit award.
- 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 February 26, 2021.
- The sale reported in this field was effected pursuant to a Rule 10b5-1 trading plan, which trading plan was disclosed via Form 8-K filed by Exact Sciences Corporation with the U.S. Securities and Exchange Commission on November 27, 2019.
- In addition to the shares of Common Stock reported on this Form 4, which total 879,898 shares, Mr. Conroy also holds, in the aggregate, an additional 1,228,493 vested and unvested options to purchase shares of Common Stock and restricted stock units, with each restricted stock unit representing a contingent right to receive one share of Common Stock.

- (5) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (6) Represents a restricted stock unit award granted on February 26, 2019 that partially vested on February 26, 2021. The restricted stock units vest in four equal annual installments beginning on February 26, 2020.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conroy Kevin T C/O EXACT SCIENCES CORP. 5505 ENDEAVOR LANE MADISON, WI 53719	X		President and CEO	

**Signatures**

/s/ Kevin T. Conroy by Mark R. Busch, attorney-in-fact

3/2/2020

\*\*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.

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.