

FORM 4

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

OMB APPROVAL
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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 * LIDGARD GRAHAM PETER (Last) (First) (Middle) C/O EXACT SCIENCES CORP., 441 CHARMANY DRIVE (Street) MADISON, WI 53719 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol EXACT SCIENCES CORP [EXAS] 3. Date of Earliest Transaction (MM/DD/YYYY) 3/9/2018 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Science Officer 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
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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	3/9/2018		M		6125 (1)	A	\$23.38	200074	D	
Common Stock	3/9/2018		S		6125 (2)	D	\$50.939 (3)	193949	D	
Common Stock	3/9/2018		M		8425 (4)	A	\$0.00	202374	D	
Common Stock	3/12/2018		S		3961 (5)	D	\$52.194	198413	D	
Common Stock	3/13/2018		S		4464 (2)	D	\$53.21	193949	D	
Common Stock								12340	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. 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				
Stock Option (right to buy)	\$23.38	3/9/2018		M		6125		(6)	3/9/2025	Common Stock	6125	\$0.00	6125	D	
Restricted Stock Units	(7)	3/9/2018		M		8425		(8)	(8)	Common Stock	8425	\$0.00	8425	D	

Explanation of Responses:

- (1) Represents shares of common stock received upon exercise of a stock option award.
- (2) The sales reported in this field were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 10, 2017.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.85 to \$50.96, inclusive. The reporting person undertakes to provide to Exact Sciences Corporation, any security holder of Exact Sciences Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3) to this Form 4.
- (4) Represents shares of common stock received upon vesting of a restricted stock unit award.
- (5) 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 March 9, 2018.
- (6) This option vests and becomes exercisable in four equal annual installments beginning on March 9, 2016.
- (7) Each restricted stock unit represents a contingent right to receive one share of common stock.

(8) Represents a restricted stock unit award granted on March 9, 2015 that partially vested on March 9, 2018. The restricted stock units vest in four equal annual installments beginning on March 9, 2016.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIDGARD GRAHAM PETER C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719			Chief Science Officer	

Signatures

/s/ Graham Peter Lidgard by Mark R. Busch, attorney-in-fact

3/13/2018

**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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