

FORM 4

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

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

OMB APPROVAL
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| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * ORVILLE JACOB A <div style="display: flex; justify-content: space-between; font-size: small;"> (Last) (First) (Middle) </div> C/O EXACT SCIENCES CORP., 5505 ENDEAVOR LANE <div style="display: flex; justify-content: space-between; font-size: small;"> (Street) </div> MADISON, WI 53719 <div style="display: flex; justify-content: space-between; font-size: small;"> (City) (State) (Zip) </div> | 2. Issuer Name and Ticker or Trading Symbol EXACT SCIENCES CORP [EXAS] 3. Date of Earliest Transaction (MM/DD/YYYY) <div style="text-align: center; font-size: large;">12/23/2025</div> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div style="display: flex; justify-content: space-between; font-size: small;"> <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner </div> <div style="display: flex; justify-content: space-between; font-size: small;"> <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) </div> EVP, GM, Screening 6. Individual or Joint/Group Filing (Check Applicable Line) <div style="display: flex; justify-content: space-between; font-size: small;"> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person </div> |
| 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 | 12/23/2025 | | M | | 3,955 (1) | A | \$0 | 27,192 | D | |
| Common Stock | 12/23/2025 | | F | | 1,859 (2) | D | \$101.82 | 25,333 | D | |
| Common Stock | 12/23/2025 | | M | | 9,450 (1) | A | \$0 | 34,783 | D | |
| Common Stock | 12/23/2025 | | F | | 4,442 (2) | D | \$101.82 | 30,341 | D | |
| Common Stock | 12/23/2025 | | M | | 14,845 (1) | A | \$0 | 45,186 | D | |
| Common Stock | 12/23/2025 | | F | | 6,978 (2) | D | \$101.82 | 38,208 | D | |
| Common Stock | 12/23/2025 | | M | | 28,779 (1) | A | \$0 | 66,987 | D | |
| Common Stock | 12/23/2025 | | F | | 13,527 (2) | D | \$101.82 | 53,460 | D | |
| Common Stock | 12/23/2025 | | M | | 16,051 (1) | A | \$0 | 69,511 | D | |
| Common Stock | 12/23/2025 | | F | | 7,544 (2) | D | \$101.82 | 61,967 | D | |
| Common Stock | 12/23/2025 | | A | | 42,523 (3) | A | \$0 | 104,490 | D | |
| Common Stock | 12/23/2025 | | F | | 19,986 (4) | D | \$101.82 | 84,504 | D | |
| Common Stock | 12/23/2025 | | A | | 20,584 (5) | A | \$0 | 105,088 | D | |
| Common Stock | 12/23/2025 | | F | | 9,675 (4) | D | \$101.82 | 95,413 | D | |
| Common Stock | 12/23/2025 | | A | | 9,416 (6) | A | \$0 | 104,829 | D | |
| Common Stock | 12/23/2025 | | F | | 4,426 (4) | D | \$101.82 | 100,403 (2) | D | |
| Common Stock | | | | | | | | 1,490 | 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 | | | | |
| Restricted Stock Units | (8) | 12/23/2025 | | M | | | 3,955 | (9) | (9) | Common Stock | 3,955 | \$0 | 0 | D | |

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

| 1. Title of Derivative 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 | (8) | 12/23/2025 | | M | | | 9,450 | (10) | (10) | Common Stock | 9,450 | \$0 | 0 | D | |
| Restricted Stock Units | (8) | 12/23/2025 | | M | | | 14,845 | (11) | (11) | Common Stock | 14,845 | \$0 | 0 | D | |
| Restricted Stock Units | (8) | 12/23/2025 | | M | | | 28,779 | (12) | (12) | Common Stock | 28,779 | \$0 | 0 | D | |
| Restricted Stock Units | (9) | 12/23/2025 | | M | | | 16,051 | (13) | (13) | Common Stock | 16,051 | \$0 | 0 | D | |

Explanation of Responses:

- (1) Represents shares of common stock received upon vesting of a restricted stock unit award.
- (2) Represents shares of Common Stock retained by Exact Sciences Corporation (the "Issuer") for tax withholding purposes in connection with the net-settlement on the issuance of shares of Common Stock in respect to the vesting of certain restricted stock units.
- (3) Represents performance-based restricted share units granted to the reporting person on February 24, 2023 and that were scheduled to vest or be forfeited based on the attainment of performance-based vesting conditions during the performance period ending on December 31, 2025. The vesting of the portion reflected herein was accelerated in order to mitigate the potential impact of Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended, on the Issuer and certain of its employees in connection with the pending transactions contemplated by the Agreement and Plan of Merger, dated November 19, 2025, by and among the Issuer, Abbott Laboratories, and Badger Merger Sub I, Inc. (the "Section 280G Mitigation").
- (4) Represents shares of Common Stock retained by the Issuer for tax withholding purposes in connection with the net-settlement on the issuance of shares of Common Stock in respect to the vesting of certain performance based restricted stock units.
- (5) Represents performance-based restricted share units granted to the reporting person on February 26, 2024 and that were scheduled to vest or be forfeited based on the attainment of performance-based vesting conditions during the performance period ending on December 31, 2026. The vesting of the portion reflected herein was accelerated in connection with the Section 280G Mitigation.
- (6) Represents performance-based restricted share units granted to the reporting person on February 24, 2025 and that were scheduled to vest or be forfeited based on the attainment of performance-based vesting conditions during the performance period ending on December 31, 2027. The vesting of the portion reflected herein was accelerated in connection with the Section 280G Mitigation.
- (7) In addition to the shares of Common Stock reported on this Form 4, which total 101,893 shares, Mr. Orville also holds, in the aggregate, an additional 6581 vested and unvested options to purchase shares of Common Stock.
- (8) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (9) This award was scheduled to vest on February 25, 2026, subject to the Reporting Person's continued service through such vesting date but the vesting of the portion reflected herein was accelerated in connection with the Section 280G Mitigation.
- (10) This award was scheduled to vest in two equal installments on February 27, 2026 and February 26, 2027, subject to the Reporting Person's continued service through such vesting date but the vesting of the portion reflected herein was accelerated in connection with the Section 280G Mitigation.
- (11) This award was scheduled to vest in three equal installments on February 27, 2026, February 26, 2027, and February 29, 2028, subject to the Reporting Person's continued service through such vesting date but the vesting of the portion reflected herein was accelerated in connection with the Section 280G Mitigation.
- (12) This award was scheduled to vest in four equal installments on February 27, 2026, February 26, 2027, February 29, 2028, and February 28, 2029, subject to the Reporting Person's continued service through such vesting date but the vesting of the portion reflected herein was accelerated in connection with the Section 280G Mitigation.
- (13) This award was scheduled to vest in three equal installments on August 5, 2026, August 5, 2027, and August 5, 2028, subject to the Reporting Person's continued service through such vesting date but the vesting of the portion reflected herein was accelerated in connection with the Section 280G Mitigation.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ORVILLE JACOB A C/O EXACT SCIENCES CORP. 5505 ENDEAVOR LANE MADISON, WI 53719 | | | EVP, GM, Screening | |

Signatures

/s/ Jacob A. Orville by Mark Busch, attorney-in-fact

12/30/2025

**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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