

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>Conroy Kevin T</b>  (Last) (First) (Middle)  <b>C/O EXACT SCIENCES CORP., 441 CHARMANY DRIVE</b>  (Street)  <b>MADISON, WI 53719</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>EXACT SCIENCES CORP [ EXAS ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>2/23/2018</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and CEO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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	2/23/2018		M		34325 <u>(1)</u>	A	\$0.00	864377	D	
Common Stock	2/24/2018		M		19500 <u>(1)</u>	A	\$0.00	883877	D	
Common Stock	2/26/2018		S		25319 <u>(2)</u>	D	\$42.338	858558 <u>(3)</u>	D	
Common Stock								25580	I	Held in 401(K) Account
Common Stock								65189	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	<u>(4)</u>	2/23/2018		M		34325		<u>(5)</u>	<u>(5)</u>	Common Stock	34325	\$0.00	102975 <u>(3)</u>	D	
Restricted Stock Units	<u>(4)</u>	2/24/2018		M		19500		<u>(6)</u>	<u>(6)</u>	Common Stock	19500	\$0.00	0	D	

**Explanation of Responses:**

- (1) Represents shares of common stock received upon vesting of a restricted stock unit award.
- (2) 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 23, 2018 and February 24, 2018.
- (3) In addition to the shares of Common Stock and restricted stock units reported on this Form 4, which total 1,052,302 shares, Mr. Conroy also holds, in the aggregate, an additional 1,131,872 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.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (5) Represents a restricted stock unit award granted on February 23, 2017 that partially vested on February 23, 2018. The restricted stock units vest in four equal annual installments beginning on February 23, 2018.
- (6) Represents a restricted stock unit award granted on February 24, 2014 that partially vested on February 24, 2018. The restricted stock units vest in four equal annual installments beginning on February 24, 2015.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Conroy Kevin T C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719</b>	<b>X</b>		<b>President and CEO</b>	

**Signatures**/s/ Kevin T. Conroy by Mark R. Busch, attorney-in-fact2/27/2018

\*\*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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