

LIDGARD GRAHAM PETER  
Form 4/A  
March 02, 2018

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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  
(Month/Day/Year)

02/26/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

02/28/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Science Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership: Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	02/26/2018		M		4,587 (1)	A	\$ 13.96 211,183	D
Common Stock	02/26/2018		S		4,587 (2)	D	\$ 42.329 206,596 (3)	D
Common Stock	02/26/2018		M		13,750 (1)	A	\$ 5.7 220,346	D
Common Stock	02/26/2018		S		13,750 (2)	D	\$ 42.188 206,596 (4)	D
	02/26/2018		M			A	\$ 0 215,496	D

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Common Stock				8,900 (5)					
Common Stock	02/27/2018		S	4,041 (6)	D	\$ 44.098	211,455		D
Common Stock	02/27/2018		S	12,647 (2)	D	\$ 43.45	198,808		D
Common Stock	02/28/2018		S	4,859 (2)	D	\$ 44.636 (7)	193,949		D
Common Stock							12,340	I	Held in 401(K) Account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 13.96	02/26/2018		M	4,587	(8)	02/24/2024	Common Stock
Stock Option (right to buy)	\$ 5.7	02/26/2018		M	13,750	(9)	02/26/2026	Common Stock
Restricted Stock Units	(10)	02/26/2018		M	8,900	(11)	(11)	Common Stock
Stock Option (right to buy)	\$ 44.37	02/27/2018		A	16,700	02/27/2019(12)	02/27/2028	Common Stock

Restricted Stock Units	(10)	02/27/2018	A	20,100	(13)	(13)	Common Stock
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## 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	03/02/2018
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* 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).
- (1) Represents shares of common stock received upon exercise of a stock option award.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 10, 2017.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 to \$42.55, 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 (2) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 to \$42.525, 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 February 26, 2018.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.355 to \$44.91, 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 (5) to this Form 4.
- (6) This option vests and becomes exercisable in four equal annual installments beginning on February 24, 2015.
- (7) This option vests and becomes exercisable in four equal annual installments beginning on February 26, 2017.
- (8) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (9) Represents a restricted stock unit award granted on February 26, 2016 that partially vested on February 26, 2018. The restricted stock units vest in four equal annual installments beginning on February 26, 2017.
- (10) This option vests and becomes exercisable in four equal annual installments beginning on the first anniversary of the grant date.
- (11) These restricted stock units vest in four equal annual installments beginning on the first anniversary of the grant date.
- (12) These restricted stock units vest in four equal annual installments beginning on the first anniversary of the grant date.
- (13) These restricted stock units vest in four equal annual installments beginning on the first anniversary of the grant date.

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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