

Conroy Kevin T  
Form 4  
July 28, 2017

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Conroy Kevin T

(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)

07/27/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

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

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Stock                       | 05/01/2017                              |   | Code V<br>A V                           | Amount<br>3,571<br>(1)   | (A)<br>or<br>(D)<br>A \$<br>5.95   | 820,810  | D   |
| Common<br>Stock                       |   |   |   |  | 24,990   | I  | Held in<br>401(K)<br>Account                                      |
| Common<br>Stock                       |   |   |   |  | 65,189   | I  | Held in<br>Grantor<br>Retained<br>Annuity<br>Trust                |

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

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SEC 1474  
(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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (right to buy)                | \$ 21.68   | 07/27/2017 <sup>(2)</sup>            |  | A                              | 240,000   | 02/23/2018 <sup>(3)</sup> 02/23/2027                     | Common Stock 240,000  |
| Restricted Stock Units                     | <sup>(4)</sup>   | 07/27/2017 <sup>(5)</sup>            |  | A                              | 137,300   | <sup>(6)</sup> <sup>(6)</sup>                            | Common Stock 137,300  |

## Reporting Owners

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

## Signatures

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

07/28/2017

\_\_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 purchased through Employee Stock Purchase Plan.

(2) This option award was granted by the Compensation Committee of the Board of Directors of Exact Sciences Corporation (the "Company") on February 23, 2017, contingent upon stockholder approval of Amendment No. 1 to the Company's 2010 Omnibus Long-Term Incentive Plan (As Amended and Restated Effective April 28, 2015) (the "Plan Amendment"). The Company's stockholders approved the Plan Amendment at the Company's 2017 Annual Meeting of Stockholders on July 27, 2017.

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- (3) These options vest and become exercisable in four equal annual installments beginning on February 23, 2018.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock.

This restricted stock unit award was granted by the Compensation Committee of the Company's Board of Directors on February 23, 2017,

- (5) contingent upon stockholder approval of the Plan Amendment. The Company's stockholders approved the Plan Amendment at the Company's 2017 Annual Meeting of Stockholders on July 27, 2017.
- (6) These restricted stock units vest in four equal annual installments beginning on February 23, 2018.

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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