

THOMPSON DAVID  
Form 4  
August 30, 2017

**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 \*  
THOMPSON DAVID

(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)

08/28/2017

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)

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 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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/28/2017		M		19,168	A	\$ 3.43
					163,140		
Common Stock	08/28/2017		M		7,667	A	\$ 3.43
					170,807		
Common Stock	08/28/2017		M		15,772	A	\$ 8.52
					186,579		
Common Stock	08/28/2017		M		5,257	A	\$ 8.52
					191,836		
Common Stock	08/28/2017		M		4,608	A	\$ 10.18
					196,444		

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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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.43	08/28/2017		M	19,168	<u>(1)</u> 07/16/2020	Common Stock	19,168	
Stock Option (right to buy)	\$ 3.43	08/28/2017		M	7,667	07/16/2011 07/16/2020	Common Stock	7,667	
Stock Option (right to buy)	\$ 8.52	08/28/2017		M	15,772	<u>(2)</u> 07/28/2021	Common Stock	15,772	
Stock Option (right to buy)	\$ 8.52	08/28/2017		M	5,257	07/28/2012 07/28/2021	Common Stock	5,257	
Stock Option (right to buy)	\$ 10.18	08/28/2017		M	4,608	07/26/2013 07/26/2022	Common Stock	4,608	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON DAVID C/O EXACT SCIENCES CORP.	X			

441 CHARMANY DRIVE  
MADISON, WI 53719

## Signatures

/s/ David Thompson by Mark R. Busch,  
attorney-in-fact

08/30/2017

\_\_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) This option vested in three equal annual installments beginning on July 16, 2011.
- (2) This option vested in three equal annual installments beginning on July 28, 2012.

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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