

LIDGARD GRAHAM PETER  
Form 4  
September 07, 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 \*  
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)

09/05/2017

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)

Chief Science Officer

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 or Price		
Common Stock	09/05/2017		M		19,425 A \$ 9.07	308,377	D
Common Stock	09/05/2017		M		30,258 A \$ 10.82	338,635	D
Common Stock	09/05/2017		M		12,250 A \$ 23.38	350,885	D
Common Stock	09/05/2017		M		13,750 A \$ 5.7	364,635	D
Common Stock	09/05/2017		S		73,983 (1) D \$ 40.8 (2)	290,652	D

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Common Stock	09/05/2017	S	<u>1,700</u> (1)	D	\$ 41.35 (3)	288,952	D	
Common Stock	09/06/2017	M	33,075	A	\$ 9.07	322,027	D	
Common Stock	09/06/2017	M	9,242	A	\$ 10.82	331,269	D	
Common Stock						12,014	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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 9.07	09/05/2017		M	19,425	<u>(4)</u> 02/27/2022	Common Stock	19,425
Stock Option (right to buy)	\$ 10.82	09/05/2017		M	30,258	<u>(5)</u> 02/22/2023	Common Stock	30,258
Stock Option (right to buy)	\$ 23.38	09/05/2017		M	12,250	<u>(6)</u> 03/09/2025	Common Stock	12,250
Stock Option (right to buy)	\$ 5.7	09/05/2017		M	13,750	<u>(7)</u> 02/26/2026	Common Stock	13,750

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Stock Option (right to buy)	\$ 9.07	09/06/2017	M	33,075	(4)	02/27/2022	Common Stock	33,075
Stock Option (right to buy)	\$ 10.82	09/06/2017	M	9,242	(5)	02/22/2023	Common Stock	9,242

## 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

09/07/2017

\_\_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) 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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.315 to \$41.295, 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 \$41.30 to \$41.42, 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) This option vested in four equal annual installments beginning on February 27, 2013.

(5) This option vested in four equal annual installments beginning on February 22, 2014.

(6) This option vests in four equal annual installments beginning on March 9, 2016.

(7) This option vests in four equal annual installments beginning on February 26, 2017.

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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