

LIDGARD GRAHAM PETER

Form 4/A

March 02, 2018

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 *
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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/26/2018		M	(A) or (D) Amount 4,587 (1)	Price \$ 13.96	211,183	D
Common Stock	02/26/2018		S	(A) or (D) Amount 4,587 (2)	\$ 42.329 (3)	206,596	D
Common Stock	02/26/2018		M	(A) or (D) Amount 13,750 (1)	\$ 5.7	220,346	D
Common Stock	02/26/2018		S	(A) or (D) Amount 13,750 (2)	\$ 42.188 (4)	206,596	D
	02/26/2018		M	(A) or (D) Amount 0	\$ 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	(10)	02/27/2018	A	20,100	(13)	(13)		Common
Units								Stock

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.
- (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 \$42.55, 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 (3) to this Form 4.
- (4) 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 (4) to this Form 4.
- (5) Represents shares of common stock received upon vesting of a restricted stock unit award.
- (6) 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.
- (7) 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 (7) to this Form 4.
- (8) This option vests and becomes exercisable in four equal annual installments beginning on February 24, 2015.
- (9) This option vests and becomes exercisable in four equal annual installments beginning on February 26, 2017.
- (10) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (11) 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.
- (12) This option vests and becomes exercisable 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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