

LIDGARD GRAHAM PETER

Form 4

March 13, 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)  
03/09/2018

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

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	03/09/2018		M	(A) or (D) Amount 6,125 (1)	\$ 23.38 200,074	D	
Common Stock	03/09/2018		S	(A) or (D) Amount 6,125 (2)	\$ 50.939 193,949 (3)	D	
Common Stock	03/09/2018		M	(A) or (D) Amount 8,425 (4)	\$ 0 202,374	D	
Common Stock	03/12/2018		S	(A) or (D) Amount 3,961 (5)	\$ 52.194 198,413	D	
Common Stock	03/13/2018		S	(A) or (D) Amount 4,464 (2)	\$ 53.21 193,949	D	

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Common Stock	12,340	I	Held in 401(K) Plan
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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 23.38	03/09/2018		M	6,125	<u>(6)</u> 03/09/2025	Common Stock	6,125
Restricted Stock Units	<u>(7)</u>	03/09/2018		M	8,425	<u>(8)</u> <u>(8)</u>	Common Stock	8,425

## Reporting Owners

Reporting Owner Name / Address	Relationships
LIDGARD GRAHAM PETER C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719	Director 10% Owner Officer Other  Chief Science Officer

## Signatures

/s/ Graham Peter Lidgard by Mark R. Busch, attorney-in-fact	03/13/2018
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                     \*\*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 field 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 \$50.85 to \$50.96, 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.
- (3) 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 March 9, 2018.
- (6) This option vests and becomes exercisable in four equal annual installments beginning on March 9, 2016.
- (7) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (8) Represents a restricted stock unit award granted on March 9, 2015 that partially vested on March 9, 2018. The restricted stock units vest in four equal annual installments beginning on March 9, 2016.

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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