

Johnson Scott C.
Form 3
January 11, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Johnson Scott C. | | (Month/Day/Year) | EXACT SCIENCES CORP [EXAS] | |
| (Last) | (First) | (Middle) | 01/01/2019 | |
| C/O EXACT SCIENCES CORP.,Â 441 CHARMANY DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | _X_ Form filed by One Reporting Person | |
| | (give title below) (specify below) | | ___ Form filed by More than One Reporting Person | |
| MADISON,Â WIÂ 53719 | SVP - Research and Development | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 5,293 | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 22,500 | \$ 0 | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 14,100 | \$ 0 | D | Â |
| Stock Option (right to buy) | Â (3) | Â (3) | Common Stock | 9,012 | \$ 44.37 | D | Â |
| Stock Option (right to buy) | Â (3) | Â (3) | Common Stock | 2,688 | \$ 44.37 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Scott C. C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719 | Â | Â | Â SVP - Research and Development | Â |

Signatures

/s/ Scott C. Johnson by Mark Busch,
attorney-in-fact

01/11/2019

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 a restricted stock unit award granted on September 11, 2017 that partially vested on September 11, 2018. The restricted stock units vest in four equal annual installments beginning on September 11, 2018.
- (2) These restricted stock units vest in four equal annual installments beginning on February 27, 2019, the first anniversary of the grant date.
- (3) These options vest and become exercisable in four equal annual installments beginning on February 27, 2019, the first anniversary of the grant date.

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Remarks:

Exhibit List: Â Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.