

EXACT SCIENCES CORP  
Form 4  
October 20, 2014

**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 \*  
Conroy Kevin T

(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)

10/16/2014

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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/16/2014		M <sup>(1)</sup>		133,333	A	\$ 0.83
Common Stock	10/16/2014		S <sup>(1)</sup>		133,333	D	\$ 22.8418
Common Stock	10/17/2014		M <sup>(1)</sup>		133,333	A	\$ 0.83
Common Stock	10/17/2014		S <sup>(1)</sup>		133,333	D	\$ 23.6823
	10/20/2014		M <sup>(1)</sup>		133,334	A	\$ 0.83

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Common Stock								
Common Stock	10/20/2014		S <sup>(1)</sup>	133,334	D	\$ 23.9323 <u>(4)</u>	145,563	D
Common Stock	10/20/2014		M	135,000	A	\$ 0.83	280,563	D
Common Stock							18,531	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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 0.83	10/16/2014		M <sup>(1)</sup>	133,333	03/18/2013	03/18/2019	Common Stock	2,500,000
Stock Option (right to buy)	\$ 0.83	10/17/2014		M <sup>(1)</sup>	133,333	03/18/2013	03/18/2019	Common Stock	2,366,667
Stock Option (right to buy)	\$ 0.83	10/20/2014		M <sup>(1)</sup>	133,334	03/18/2013	03/18/2019	Common Stock	2,233,333
Stock Option (right to buy)	\$ 0.83	10/20/2014		M	135,000	03/18/2013	03/18/2019	Common Stock	2,100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conroy Kevin T C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719	X		President and CEO	

## Signatures

/s/ Kevin T. Conroy by Mark R. Busch,  
attorney-in-fact

10/20/2014

\_\_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 exercise of these options and the subsequent sale of common stock reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted September 8, 2014. The sales of shares effected pursuant to the 10b5-1 trading plan and disclosed on this Form 4 reflect the execution of trades for all shares subject to the 10b5-1 trading plan. As a result, the 10b5-1 trading plan has been terminated effective as of the filing of this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.65 to \$23.11, inclusive. The reporting person undertakes to provide 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 range 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 \$23.50 to \$24.02, inclusive. The reporting person undertakes to provide 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 range 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 \$23.72 to \$24.05, inclusive. The reporting person undertakes to provide 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 range set forth in this footnote (4) to this Form 4.

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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