

WYZGA MICHAEL S
 Form 4
 July 31, 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 *
WYZGA MICHAEL S

 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
EXACT SCIENCES CORP [EXAS]

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

**C/O EXACT SCIENCES
 CORP., 441 CHARMANY DRIVE**

 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
07/27/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

MADISON, WI 53719

 (City) (State) (Zip)

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock ⁽¹⁾	07/27/2017		A	791 A \$ 0	18,376	D	

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

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

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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. Price of Underlying Securities (Instr. 3 and 4)
Deferred Stock Units ⁽²⁾	\$ 0	07/27/2017		A	5,273	<u>(3)</u> <u>(3)</u>	Common Stock	5,273

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYZGA MICHAEL S C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719	X			

Signatures

/s/ Michael S. Wyzga by Mark R. Busch,
attorney-in-fact

07/31/2017

__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) These shares of restricted stock were issued pursuant to the Company's non-employee director compensation policy.
- (2) Represents deferred stock unit award issued pursuant to the Company's non-employee director compensation policy. Each deferred stock unit represents a contingent right to receive one share of common stock.
- (3) These deferred stock units vest in full on the first anniversary of the grant date or, if earlier, the date of the next annual meeting of the Company's stockholders. Deferred stock units that become earned and vested are payable upon separation of service.

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.