

# 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Conroy Kevin T</b>  (Last) (First) (Middle)  <b>C/O EXACT SCIENCES CORP., 441 CHARMANY DRIVE</b>  (Street)  <b>MADISON, WI 53719</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>EXACT SCIENCES CORP [ EXAS ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>3/1/2016</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and CEO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/1/2016		P (1)		50000	A	\$5.00 (2)	687907	D	
Common Stock								22842	I	Held in 401(K) Account
Common Stock								65189	I	Held in Grantor Retained Annuity Trust

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- ( The reporting person's purchase of Exact Sciences common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, 1) as amended, to the extent of 24,511 shares, with the reporting person's sale of (i) 10,750 shares of Exact Sciences common stock at \$8.72 on January 4, 2016; (ii) 6,866 shares of Exact Sciences common stock at \$6.39 on February 23, 2016 and (iii) 6,895 shares of Exact Sciences common stock at \$5.81 on February 26, 2016. All three of the foregoing sales were executed pursuant to a 10b5-1 Sell-to-Cover Plan to pay withholding taxes due in connection with the vesting of certain restricted stock units. The reporting person has agreed to pay to Exact Sciences, upon settlement of the purchase, \$55,099, representing the full amount of the profit realized in connection with the short-swing transaction, less transaction costs.
- ( The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.98 to \$5.00, 2) 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 (2) to this Form 4.

**Reporting Owners**

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

**Signatures**

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

\* 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).

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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