

# 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>ARORA MANEESH</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>2/24/2016</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  <b>2/26/2016</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>COO</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	2/24/2016		M		11000 (1)	A	\$0.00	266034	D	
Common Stock	2/25/2016		S		4099 (2)	D	\$5.52	261935	D	
Common Stock								12359	I	Held in 401(K) Account
Common Stock								65000	I	Held in Grantor Retained Annuity Trust

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

1. Title of Derivate 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				
Restricted Stock Units	(3)	2/24/2016		M		11000		(4)	(4)	Common Stock	11000	\$0.00	22000	D	
Stock Option (Right to Buy)	\$5.70	2/26/2016		A		75000		2/26/2017 (5)	2/26/2026	Common Stock	75000	\$0.00	75000	D	
Restricted Stock Units	(3)	2/26/2016		A		48600		(6)	(6)	Common Stock	48600	\$0.00	48600	D	

**Explanation of Responses:**

- (1) Represents shares of common stock received upon vesting of a restricted stock unit award.
- (2) 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 shares of restricted stock on February 24, 2016.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (4) Represents a restricted stock unit award granted on February 24, 2014 that partially vested on February 24, 2016. The restricted stock units vest in four equal annual installments beginning on February 24, 2015.
- (5) These options vest and become exercisable in four equal annual installments beginning on the first anniversary of the grant date.
- (6) These restricted stock units vest in four equal annual installments beginning on the first anniversary of the grant date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>ARORA MANEESH C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719</b>	<b>X</b>		<b>COO</b>	

**Signatures**/s/ Maneesh Arora by Mark R. Busch, attorney-in-fact3/11/2016

\*\*Signature of Reporting Person

Date

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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