

LIDGARD GRAHAM PETER
Form 4
September 07, 2017

FORM 4

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

OMB APPROVAL

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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 *
LIDGARD GRAHAM PETER

(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)

09/05/2017

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)

Chief Science Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 09/05/2017 | | M | | 19,425 A \$ 9.07 | 308,377 | D |
| Common Stock | 09/05/2017 | | M | | 30,258 A \$ 10.82 | 338,635 | D |
| Common Stock | 09/05/2017 | | M | | 12,250 A \$ 23.38 | 350,885 | D |
| Common Stock | 09/05/2017 | | M | | 13,750 A \$ 5.7 | 364,635 | D |
| Common Stock | 09/05/2017 | | S | | 73,983 (1) D \$ 40.8 (2) | 290,652 | D |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|--------------------|---------|---|------------------------------|
| Common Stock | 09/05/2017 | S | <u>1,700</u> (1) | D | \$ 41.35 (3) | 288,952 | D | |
| Common Stock | 09/06/2017 | M | 33,075 | A | \$ 9.07 | 322,027 | D | |
| Common Stock | 09/06/2017 | M | 9,242 | A | \$ 10.82 | 331,269 | D | |
| Common Stock | | | | | | 12,014 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 9.07 | 09/05/2017 | | M | 19,425 | <u>(4)</u> 02/27/2022 | Common Stock | 19,425 |
| Stock Option (right to buy) | \$ 10.82 | 09/05/2017 | | M | 30,258 | <u>(5)</u> 02/22/2023 | Common Stock | 30,258 |
| Stock Option (right to buy) | \$ 23.38 | 09/05/2017 | | M | 12,250 | <u>(6)</u> 03/09/2025 | Common Stock | 12,250 |
| Stock Option (right to buy) | \$ 5.7 | 09/05/2017 | | M | 13,750 | <u>(7)</u> 02/26/2026 | Common Stock | 13,750 |

| | | | | | | | | |
|-----------------------------|----------|------------|---|--------|-----|------------|--------------|--------|
| Stock Option (right to buy) | \$ 9.07 | 09/06/2017 | M | 33,075 | (4) | 02/27/2022 | Common Stock | 33,075 |
| Stock Option (right to buy) | \$ 10.82 | 09/06/2017 | M | 9,242 | (5) | 02/22/2023 | Common Stock | 9,242 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LIDGARD GRAHAM PETER C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719 | | | Chief Science Officer | |

Signatures

/s/ Graham Peter Lidgard by Mark R. Busch,
attorney-in-fact

09/07/2017

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 10, 2017.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.315 to \$41.295, 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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.30 to \$41.42, 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 (3) to this Form 4.
- (3) This option vested in four equal annual installments beginning on February 27, 2013.
- (5) This option vested in four equal annual installments beginning on February 22, 2014.
- (6) This option vests in four equal annual installments beginning on March 9, 2016.
- (7) This option vests in four equal annual installments beginning on February 26, 2017.

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.