

Hooker Ana  
Form 3  
April 29, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Hooker Ana</p> <p>(Last) (First) (Middle)</p> <p>C/O EXACT SCIENCES CORP., 441 CHARMANY DRIVE</p> <p>(Street)</p> <p>MADISON, WI 53719</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/24/2019</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>EXACT SCIENCES CORP [EXAS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP, Operations</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	75,115	D	
Common Stock	1,359	I	Held in 401(K) Plan

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	12,500	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	2,775	\$ (2)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	8,600	\$ (2)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	10,575	\$ (2)	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	9,426	\$ (2)	D	Â
Stock Option (right to buy)	Â (7)	03/09/2025	Common Stock	15,000	\$ 23.38	D	Â
Stock Option (right to buy)	Â (8)	02/28/2026	Common Stock	15,200	\$ 5.03	D	Â
Stock Option (right to buy)	Â (9)	02/23/2027	Common Stock	30,000	\$ 21.68	D	Â
Stock Option (right to buy)	Â (10)	02/27/2028	Common Stock	11,700	\$ 44.37	D	Â
Stock Option (right to buy)	Â (11)	02/26/2029	Common Stock	7,790	\$ 92.62	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hooker Ana C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719	Â	Â	Â SVP, Operations	Â

## Signatures

/s/ Ana Hooker by Mark R. Busch,  
attorney-in-fact

04/29/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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- (1) Represents the unvested portion of a restricted stock unit award granted on February 26, 2016. These restricted stock units vest on February 26, 2020.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (3) Represents the unvested portion of a restricted stock unit award granted on February 29, 2016. These restricted stock units vest on February 28, 2020.
- (4) Represents the unvested portion of a restricted stock unit award granted on February 23, 2017. These restricted stock units vest in two equal annual installments beginning on February 23, 2020.
- (5) Represents the unvested portion of a restricted stock unit award granted on February 27, 2018. These restricted stock units vest in three equal annual installments beginning on February 27, 2020.
- (6) Represents a restricted stock unit award granted on February 26, 2019. These restricted stock units vest in four equal annual installments beginning on February 26, 2020.
- (7) These options vested and became exercisable in four equal annual installments beginning on March 9, 2016, the first anniversary of the grant date.
- (8) 10,150 of these options have vested and become exercisable. The remaining 5,050 options vest and become exercisable on February 28, 2020.
- (9) These options vest and become exercisable in four equal annual installments beginning on February 23, 2018, the first anniversary of the grant date.
- (10) These options vest and become exercisable in four equal annual installments beginning on February 27, 2019, the first anniversary of the grant date.
- (11) These options vest and become exercisable in four equal annual installments beginning on February 26, 2020, the first anniversary of the grant date.

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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