

EXACT SCIENCES CORP

Form 4

January 03, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ARORA MANEESH

(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)
12/31/2013

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)
COO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 12/31/2013 | | M | Amount (1) 16,667 A \$ 0 | 63,352 | D | |
| Common Stock | 01/02/2014 | | S | Amount (2) 6,188 D \$ 11.96 | 57,164 | D | |
| Common Stock | 12/31/2013 | | M | Amount (1) 6,567 D \$ 0 | 63,731 | D | |
| Common Stock | 01/02/2014 | | S | Amount (2) 2,439 D \$ 11.96 | 61,292 | D | |
| Common Stock | | | | | 8,891 | I | Held in 401(K) Account |

Edgar Filing: EXACT SCIENCES CORP - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Share |
| Restricted Stock Units | (3) | 12/31/2013 ⁽⁴⁾ | | M | 16,667 | (4) (4) | Common Stock 16,667 |
| Restricted Stock Units | (3) | 12/31/2013 ⁽⁵⁾ | | A | 19,700 | (5) (5) | Common Stock 19,700 |
| Restricted Stock Units | (3) | 12/31/2013 ⁽⁵⁾ | | M | 6,567 | (5) (5) | Common Stock 6,567 |

Reporting Owners

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

Signatures

/s/ Maneesh Arora by Mark Busch,
attorney-in-fact

01/03/2014

____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) Represents shares of common stock received upon vesting of a restricted stock unit award.

Edgar Filing: EXACT SCIENCES CORP - Form 4

- (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 December 31, 2013.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock.
Represents a restricted stock unit award granted on February 17, 2011 and earned on December 31, 2011 based on the satisfaction of
- (4) certain performance-based vesting requirements. The restricted stock units vest in three equal annual installments beginning on December 31, 2011.
Represents a restricted stock unit award granted on February 22, 2013 and earned on December 31, 2013 based on the satisfaction of
- (5) certain performance-based vesting requirements. The restricted stock units vest in three equal annual installments beginning on December 31, 2013.

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.