

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

**SCHEDULE 13G**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)**

**Amendment No. 1**

**Exact Sciences Corporation**

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(Name of Issuer)

Common Stock, \$.01 par value per share

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(Title of Class of Securities)

**30063P 10 5**  
(CUSIP Number)

December 31, 2003

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule  
is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
Greylock Equity Limited Partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a).....

(b).....

3. SEC Use Only.....

4. Citizenship or Place of Organization Delaware

Number of Shares 5. Sole Voting Power -See Item 5-  
Beneficially

Owned by Each 6. Shared Voting Power -See Item 5-  
Reporting Person

With: 7. Sole Dispositive Power -See Item 5-

8. Shared Dispositive Power -See Item 5-

9. Aggregate Amount Beneficially Owned by Each Reporting Person -See Item 5-

10. Check if the Aggregate Amount in Row (9) Excludes Certain  
Shares (See Instructions).....

11. Percent of Class Represented by Amount in Row (9) -See Item 5-

12. Type of Reporting Person (See Instructions) PN

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
Greylock Equity GP Limited Partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a).....

(b).....

3. SEC Use Only.....

4. Citizenship or Place of Organization Delaware

Number of Shares 5. Sole Voting Power -See Item 5-  
Beneficially

Owned by Each 6. Shared Voting Power -See Item 5-  
Reporting Person

With: 7. Sole Dispositive Power -See Item 5-

8. Shared Dispositive Power -See Item 5-

9. Aggregate Amount Beneficially Owned by Each Reporting Person -See Item 5-

10. Check if the Aggregate Amount in Row (9) Excludes Certain  
Shares (See Instructions).....

11. Percent of Class Represented by Amount in Row (9) -See Item 5-

12. Type of Reporting Person (See Instructions) PN

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
Henry F. McCance

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a).....

(b).....

3. SEC Use Only.....

4. Citizenship or Place of Organization United States

Number of Shares 5. Sole Voting Power -See Item 5-

Beneficially Owned by Each 6. Shared Voting Power -See Item 5-

Reporting Person 7. Sole Dispositive Power -See Item 5--

With: 8. Shared Dispositive Power -See Item 5--

9. Aggregate Amount Beneficially Owned by Each Reporting Person -See Item 5-

10. Check if the Aggregate Amount in Row (9) Excludes Certain  
Shares (See Instructions).....

11. Percent of Class Represented by Amount in Row (9) -See Item 5-

12. Type of Reporting Person (See Instructions) IN

- Item 1(a) Name of Issuer:  
Exact Sciences Corporation
- Item 1(b) Address of Issuer's Principal Executive Offices:  
100 Campus Drive  
Marlborough, MA 01752
- Item 2(a) Name of Person Filing:  
Greylock Equity Limited Partnership ("GELP"); Greylock Equity GP Limited Partnership ("GEGPLP"), the General Partner of GELP; and Henry F. McCance, the Managing General Partner of GEGPLP ("Managing Partner").
- Item 2(b) Address of Principal Business Office or, if None, Residence:  
The address of the reporting persons is:  
880 Winter Street  
Waltham, Massachusetts 02451
- Item 2(c) Citizenship:  
GELP is a limited partnership organized under the laws of the State of Delaware. GEGPLP is a limited partnership organized under the laws of the State of Delaware. Mr. McCance is a citizen of the United States.
- Item 2(d) Title of Class of Securities:  
Common Stock, par value \$.01 per share (the "Common Stock").
- Item 2(e) CUSIP Number:  
30063P105
- Item 3 Description of Person Filing:  
Not applicable.
- Item 4 Ownership:
- (a) Amount Beneficially Owned:  
See Item 5
  - (b) Percent of Class:  
GELP: See Item 5  
GEGPLP: See Item 5  
Mr. McCance: See Item 5
  - (c) Number of Shares as to which the Person has:

(i) sole voting power; (ii) shared voting power;  
(iii) sole dispositive power; (iv) shared dispositive  
power:

See Item 5

- Item 5            Ownership of Five Percent or Less of a Class:  
  
If this statement is being filed to report the fact that as of  
the date hereof the reporting person has ceased to be the  
beneficial owner of more than five percent of the class of  
securities, check the following [X].
- Item 6            Ownership of More than Five Percent on Behalf of Another  
Person:  
  
Not applicable.
- Item 7            Identification and Classification of the Subsidiary Which  
Acquired the Security Being Reported on By the Parent Holding  
Company:  
  
Not applicable.
- Item 8            Identification and Classification of Members of the Group:  
  
Not applicable.
- Item 9            Notice of Dissolution of Group:  
  
Not applicable.
- Item 10           Certification:  
  
Not applicable.

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

DATED: February 11, 2004.

GREYLOCK EQUITY LIMITED PARTNERSHIP

By: Greylock Equity GP Limited Partnership  
General Partner

By: /s/ Henry F. McCance

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Henry F. McCance  
Managing General Partner

GREYLOCK EQUITY GP LIMITED PARTNERSHIP

By: /s/ Henry F. McCance

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Henry F. McCance  
Managing General Partner

/s/ Henry F. McCance

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Henry F. McCance

**Exhibit I**

**AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of Exact Sciences Corporation.

EXECUTED as a sealed instrument this 11th day of February, 2004.

**GREYLOCK EQUITY LIMITED PARTNERSHIP**

By: Greylock Equity GP Limited Partnership  
General Partner

By: /s/ Henry F. McCance

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Henry F. McCance  
Managing General Partner

**GREYLOCK EQUITY GP LIMITED PARTNERSHIP**

By: /s/ Henry F. McCance

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Henry F. McCance  
Managing General Partner

/s/ Henry F. McCance

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Henry F. McCance