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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**EXACT SCIENCES CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**02-0478229**

(I.R.S. Employer Identification No.)

**EXACT Sciences Corporation  
100 Campus Drive  
Marlborough, Massachusetts 01752**  
(Address of Principal Executive Offices) (Zip Code)

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**2000 Stock Option and Incentive Plan**  
(Full Title of the Plan)

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**Don M. Hardison  
Chief Executive Officer and President  
EXACT Sciences Corporation  
100 Campus Drive  
Marlborough, Massachusetts 01752**  
(Name and Address of Agent for Service)

**(508) 683-1200**  
(Telephone Number, Including Area Code, of Agent For Service)

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Copies to:

**William J. Schnoor, Esq.  
Goodwin Procter LLP  
Exchange Place  
Boston, Massachusetts 02109  
(617) 570-1000**

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
<b>2000 Stock Option and Incentive Plan</b> Common Stock, par value \$0.01 per share	1,343,168	\$2.45	\$3,290,761.60	\$101.03

(1) In addition, pursuant to Rule 416(a), this Registration Statement also covers such indeterminate number of additional shares of Common Stock as is necessary to eliminate any dilutive effect of any future stock split, stock dividend or similar transaction.

- (2) The price of \$2.45 per share, which is the average of the high and low price of the Common Stock of the Registrant as reported on the Nasdaq Global Market on March 14, 2007, is set forth solely for purposes of calculating the filing fee pursuant to Rules 457(c) and (h) of the Securities Act of 1933, as amended, and has been used as these shares are without a fixed price.
  - (3) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended.
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This Registration Statement registers additional securities of the same class as other securities for which registration statement filed on Form S-8 (SEC File No. 333-54618 ) of the Registrant is effective. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-54618 ) is hereby incorporated by reference pursuant to General Instruction E.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2	Consent of Independent Registered Public Accounting Firm
24.1	Power of Attorney (included as part of the signature page of this Registration Statement)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Marlborough, Commonwealth of Massachusetts, on March 15, 2007.

### EXACT SCIENCES CORPORATION

By: /s/ Don M. Hardison  
Don M. Hardison  
President and Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of EXACT Sciences Corporation (the “Company”), hereby severally constitute and appoint Don M. Hardison and Jeffrey R. Lubert, and each of them singly, our true and lawful attorneys, with full power to them, and to each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments to this Registration Statement, and all other documents in connection therewith to be filed with the Securities and Exchange Commission, and generally to do all things in our names and on our behalf in such capacities to enable the Company to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 15, 2007:

<u>Signature</u>	<u>Title(s)</u>
<u>/s/ Don M. Hardison</u> Don M. Hardison	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Jeffrey R. Lubert</u> Jeffrey R. Lubert	Senior Vice President, Chief Financial Officer, Treasurer, General Counsel and Secretary (Principal Financial Officer)
<u>/s/ Charles R. Carelli, Jr.</u> Charles R. Carelli, Jr.	Vice President Finance (Principal Accounting Officer)
<u>/s/ Sally W. Crawford</u> Sally W. Crawford	Director
<u>/s/ Patrick J. Zenner</u> Patrick J. Zenner	Director
<u>/s/ Connie Mack, III</u> Connie Mack, III	Director
<u>/s/ Edwin M. Kania, Jr.</u> Edwin M. Kania, Jr.	Director
<u>/s/ Lance Willsey, MD</u> Lance Willsey, MD	Director

## INDEX TO EXHIBITS

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23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP
24.1	Power of Attorney (included as part of the signature page of this Registration Statement)

March 15 , 2007

EXACT Sciences Corporation  
100 Campus Drive  
Marlborough, Massachusetts 01752

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with your filing of a Registration Statement on Form S-8 (the “Registration Statement”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), on or about the date hereof relating to an aggregate of 1,343,168 shares (the “Shares”) of Common Stock, \$0.01 par value per share, of EXACT Sciences Corporation, a Delaware corporation (the “Company”), that may be issued pursuant to the Company’s 2000 Stock Option and Incentive Plan (the “Plan”).

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions expressed below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion expressed below is limited to the Delaware General Corporation Law (which includes applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the Delaware General Corporation Law and the Delaware Constitution).

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2000 Stock Option and Incentive Plan of EXACT Sciences Corporation of our reports dated March 13, 2007, with respect to the consolidated financial statements of EXACT Sciences Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2006, EXACT Sciences Corporation management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of EXACT Sciences Corporation, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
March 13, 2007

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