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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 23, 2012**

**EXACT SCIENCES CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-32179**  
(Commission  
File Number)

**02-0478229**  
(I.R.S. Employer  
Identification No.)

**441 Charmany Drive  
Madison, WI 53719**  
(Address of Principal Executive Offices)(Zip Code)

Registrant's telephone number, including area code: **(608) 284-5700**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## **2.02. Results of Operations and Financial Condition.**

On February 23, 2012, Exact Sciences Corporation announced its financial results for the quarter and year ended December 31, 2011. A copy of the press release is being furnished as Exhibit 99 to this Report on Form 8-K.

The information in this Report on Form 8-K and Exhibit 99 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

## **9.01. Financial Statements and Exhibits.**

### **Exhibits**

The exhibits required to be filed as a part of this Current Report on Form 8-K are listed in the Exhibit Index attached hereto and incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EXACT SCIENCES CORPORATION**

Date: February 23, 2012

By: /s/ Maneesh Arora  
Maneesh Arora  
Chief Operating Officer and Chief  
Financial Officer

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99	Press release, dated February 23, 2012, issued by Exact Sciences Corporation, furnished herewith.

**Exact Sciences reports fourth-quarter, full-year 2011 financial results**

**MADISON, Wis.**, Feb. 23, 2012 — Exact Sciences Corp. (Nasdaq: EXAS) today announced its financial results for the quarter and year ended Dec. 31, 2011.

Exact reported total revenues of \$1.0 million for the fourth quarter of 2011, compared to total revenues of \$1.4 million during the same period of 2010. Total revenues for the full year ended Dec. 31, 2011, were \$4.2 million, compared to \$5.3 million during 2010.

Exact reported a net loss of (\$9.9) million, or (\$0.18) a share, for the fourth quarter of 2011. The company had a net loss of (\$3.6) million, or (\$0.08) a share, for the same period of 2010. The net loss for the year ended Dec. 31, 2011, was (\$28.7) million, or (\$0.55) a share. The company's net loss for 2010 was (\$11.6) million, or (\$0.29) a share.

Operating expenses for the quarter ended Dec. 31, 2011, were \$11.0 million, compared to \$5.2 million for the fourth quarter of 2010. Operating expenses for 2011 totaled \$33.0 million, compared to \$17.1 million during 2010. Operating expenses for the quarter and year ended Dec. 31, 2011, increased from the same periods a year ago primarily because of increased research and development activity, and the ongoing DeeP-C clinical trial for Cologuard®, Exact's non-invasive colorectal cancer screening test.

Exact ended the year 2011 with cash, cash equivalents and marketable securities of \$93.4 million, compared to \$95.4 million at Dec. 31, 2010.

"We are pleased that the DeeP-C clinical trial for our Cologuard® product, a noninvasive colorectal cancer screening test, remains on track," said Kevin T. Conroy, president and chief executive of Exact. "During 2012, our priorities are completing the DeeP-C trial, making our FDA submission, and continuing our manufacturing and marketing preparation. All of us at Exact are focused on bringing to market our patient-friendly screening test, which enables early detection of colorectal cancer."

**Fourth-Quarter Conference Call & Webcast**

Company management will host a conference call and webcast on Thursday, Feb. 23, 2012, at 10 a.m. ET to discuss fourth-quarter and full-year 2011 results. The webcast will be available at [www.exactsciences.com](http://www.exactsciences.com). Domestic callers should dial 877-212-6082 and international callers should dial 707-287-9332. An archive of the webcast and a replay of the conference call will be available at [www.exactsciences.com](http://www.exactsciences.com) or by calling 855-859-2056

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domestically or 404-537-3406 internationally. The access code for the conference call and replay is 53575655. The conference call, webcast and replay are open to all interested parties.

### **About Exact Sciences Corp.**

Exact Sciences Corp. is a molecular diagnostics company focused on colorectal cancer. The company has exclusive intellectual property protecting its non-invasive, molecular screening technology for the detection of colorectal cancer. Stool-based DNA technology is included in the colorectal cancer screening guidelines of the American Cancer Society and the U.S. Multi-Society Task Force on Colorectal Cancer. For more information, please visit the company's website at [www.exactsciences.com](http://www.exactsciences.com).

Certain statements made in this news release contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, that are intended to be covered by the "safe harbor" created by those sections. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, can generally be identified by the use of forward-looking terms such as "believe," "expect," "may," "will," "should," "could," "seek," "intend," "plan," "estimate," "anticipate" or other comparable terms. Forward-looking statements in this news release may address the following subjects among others: statements regarding the sufficiency of our capital resources, expected operating losses, anticipated results of our pivotal clinical trial, expected license fee revenues, expected research and development expenses, expected general and administrative expenses and our expectations concerning our business strategy. Forward-looking statements involve inherent risks and uncertainties which could cause actual results to differ materially from those in the forward-looking statements, as a result of various factors including those risks and uncertainties described in the Risk Factors and in Management's Discussion and Analysis of Financial Condition and Results of Operations sections of our most recently filed Annual Report on Form 10-K and our subsequently filed Quarterly Reports on Form 10-Q. We urge you to consider those risks and uncertainties in evaluating our forward-looking statements. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. Except as otherwise required by the federal securities laws, we disclaim any obligation or undertaking to publicly release any updates or revisions to any forward-looking statement contained herein (or elsewhere) to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

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**EXACT SCIENCES CORPORATION**  
**Selected Unaudited Financial Information**  
**Condensed Statements of Operation Data**  
(Amounts in thousands, except per share data)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2011	2010	2011	2010
<b>Revenue:</b>				
Product royalty fees	\$ 6	\$ 2	\$ 20	\$ 26
License fees	1,036	1,373	4,143	5,318
	<u>1,042</u>	<u>1,375</u>	<u>4,163</u>	<u>5,344</u>
<b>Cost of revenue:</b>				
Product royalty fees	6	6	24	24
<b>Gross profit:</b>	<u>1,036</u>	<u>1,369</u>	<u>4,139</u>	<u>5,320</u>
<b>Operating Expenses:</b>				
Research and development	7,672	2,470	21,968	9,023
General and administrative	2,206	1,683	8,137	6,330
Sales and marketing	1,094	1,039	2,857	1,793
	<u>10,972</u>	<u>5,192</u>	<u>32,962</u>	<u>17,146</u>
<b>Loss from operations</b>	(9,936)	(3,823)	(28,823)	(11,826)
<b>Interest income</b>	38	11	169	46
<b>Interest expense</b>	(6)	(5)	(21)	(20)
<b>Other income</b>	—	244	—	244
<b>Net loss</b>	<u>\$ (9,904)</u>	<u>\$ (3,573)</u>	<u>\$ (28,675)</u>	<u>\$ (11,556)</u>
<b>Net loss per share - basic and diluted</b>	<u>\$ (0.18)</u>	<u>\$ (0.08)</u>	<u>\$ (0.55)</u>	<u>\$ (0.29)</u>
<b>Weighted average common shares outstanding - basic and diluted</b>	<u>53,647</u>	<u>46,869</u>	<u>52,512</u>	<u>40,455</u>

**EXACT SCIENCES CORPORATION**  
**Selected Unaudited Financial Information**  
**Condensed Balance Sheet Data**  
(Amounts in thousands)

	December 31, 2011	December 31, 2010
<b>Assets</b>		
Cash and cash equivalents	\$ 35,781	\$ 78,752
Marketable securities	57,580	16,663
Prepaid expenses and other current assets	1,034	246
Property and equipment, net	2,558	854
<b>Total assets</b>	<u>\$ 96,953</u>	<u>\$ 96,515</u>
<b>Liabilities and stockholders' equity</b>		
Total current liabilities	\$ 7,977	\$ 7,158
Long term debt	1,000	1,000
Long term accrued interest	42	21
Deferred license fees, less current portion	4,439	8,582
Total stockholders' equity	83,495	79,754
<b>Total liabilities and stockholders' equity</b>	<u>\$ 96,953</u>	<u>\$ 96,515</u>

**Contact:**  
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