
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): **July 15, 2008**

EXACT SCIENCES CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-32179

(Commission File Number)

02-0478229

(IRS Employer Identification No.)

100 Campus Drive, Marlborough, Massachusetts

(Address of Principal Executive Offices)

01752

(Zip Code)

Registrant's telephone number, including area code: **(508) 683-1200**

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 (*see* General Instruction A.2. below):

- 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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Item 2.05 Costs Associated With Exit or Disposal Activities.

On July 16, 2008, EXACT Sciences Corporation (the “Company”) notified eight employees, representing 67% of the Company’s workforce, of their termination from the Company, effective August 1, 2008, under a plan of termination described in paragraph 8 of FASB Statement of Financial Accounting Standards No. 146 “Accounting For Costs Associated With Exit or Disposal Activities,” pursuant to which charges will be incurred under generally accepted accounting principles (the “Restructuring”). The Restructuring, which was approved by the Company’s Board of Directors on July 15, 2008, was initiated in connection with the Company’s revised corporate strategy of reducing costs to better preserve existing cash.

The Company estimates that the restructuring charges to be recorded in the third quarter of 2008 in connection with the workforce reduction will range from between \$200,000 and \$400,000 and relate to one-time employee termination benefits, including severance, outplacement and other fringe benefits. These estimated charges will result in future cash expenditures. In addition, the Company could incur additional non-cash restructuring charges in the third quarter of 2008 related to write-downs of fixed assets or other intangible assets after performing the requisite impairment analysis.

Information contained in this Current Report on Form 8-K that relates to the Company’s anticipated expense reductions, restructuring charges, financial performance, business prospects and plans, and similar matters are “forward-looking statements” within the meaning of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. These statements involve risks and uncertainties that could cause our actual results to differ materially from the future results expressed or implied by the forward-looking statements. All information set forth herein is current as of the date of this Current Report on Form 8-K. The Company undertakes no duty to update any statement in light of new information or future events except as required by applicable law. For further information regarding risks and uncertainties associated with the Company’s business, please refer to the “Risk Factors” section of the Company’s filings with the Securities and Exchange Commission, including, but not limited to, its latest Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q.

Item 7.01 Regulation FD Disclosure.

On July 16, 2008, the Company issued a press release, a copy of which is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 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.

Item 8.01 Other Events.

On July 10, 2008, the Company announced the specifics of its planned prospective, multi-center study in connection with the validation of its Version 2 stool-based DNA technology for colorectal cancer screening. On July 16, 2008, the Company announced that it has suspended this clinical study in connection with its cost reduction efforts to extend the time period for pursuing a strategic alternative.

The information set forth in Item 2.05 above is hereby incorporated by reference in this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

99.1 Press Release issued by the registrant on July 16, 2008, furnished herewith.

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

July 17, 2008

By: /s/ Charles R. Carelli, Jr.

Charles R. Carelli, Jr.
Senior Vice President, Chief Financial
Officer, Treasurer and Secretary

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by the registrant on July 16, 2008, furnished herewith.

**Press Release****For further information:**

EXACT Sciences Corporation
Jeffrey R. Luber
President & Chief Executive Officer
+1 (508) 683-1275

EXACT Sciences Announces Revised Corporate Strategy

— Focus on a Strategic Transaction While Preserving Cash —

— Company to Host Conference Call on Friday—

Marlborough, MA – July 16, 2008 – EXACT Sciences Corporation (NASDAQ: EXAS) today announced that it is revising its corporate strategy to take immediate actions to preserve existing cash while pursuing a strategic alternative for the business. Although the ongoing strategic evaluation process has not yet resulted in a merger or acquisition offer, the Company believes that with recent regulatory clarity and Laboratory Corporation of America[®] Holdings' (LabCorp[®]) launch of their new stool-based DNA (sDNA) screening test for colorectal cancer (CRC), EXACT is better positioned to pursue a transaction. After considering current market conditions, EXACT's current share price and the cost of capital, and a potential delisting of its shares from NASDAQ, EXACT is implementing a set of cost reduction measures rather than seeking to raise capital at this time. The Company believes that these actions, combined with the ongoing efforts with collaborators on its sDNA technologies, will provide EXACT with greater flexibility in its pursuit of strategic alternatives.

As part of the Company's cost reduction efforts, EXACT is suspending the clinical validation study of its Version 2 technology, eliminating approximately eight positions, and seeking the re-negotiation of certain fixed commitments. EXACT anticipates that these initiatives will extend the Company's existing cash, based on current operating plans, at least through the second quarter of 2009. The Company expects to record estimated restructuring charges ranging from approximately \$200,000 to \$400,000 in the third quarter of 2008 in connection with one-time employee termination benefits, including severance, outplacement and other fringe benefits. These estimated charges will result in future cash expenditures. In addition, EXACT may incur additional non-cash restructuring charges in the third quarter of 2008 related to write-downs of fixed assets or other intangible assets after performing the requisite impairment analysis.

“Based on our available cash and our determination not to raise capital under existing conditions, we have made the difficult but necessary decision to suspend our clinical study and engage in other cost reduction efforts to extend the time period for pursuing a

strategic transaction,” said Jeffrey R. Luber, President & CEO of EXACT Sciences. “We believe that our recent news of a more clearly defined regulatory path for our technologies and LabCorp’s new product launch will assist us in our discussions with potential acquirers and collaborators.”

On July 14, 2008, LabCorp announced the launch of its new laboratory developed CRC screening test based on the Vimentin gene - a methylated DNA marker that in published studies was shown to be associated with colorectal cancer. This single-marker test replaces LabCorp’s prior 23-marker stool-based DNA testing service, PreGen-Plus™, that has been the subject of the U.S. Food and Drug Administration (FDA) inquiry. EXACT is entitled to the same royalty structure relating to LabCorp’s sales of the new CRC test as it had on LabCorp’s prior sDNA-based testing service.

Conference Call Information

EXACT Sciences will host a conference call to discuss the Company’s revised corporate strategy, NASDAQ’s notification of non-compliance, and provide an update on EXACT’s efforts that are underway to identify strategic alternatives for the business on Friday, July 18, 2008 at 8:30 a.m. ET. A live web cast of the conference call can be accessed at EXACT Sciences’ web site, www.exactsciences.com, through the Investor Relations link. The conference call and the web cast are open to all interested parties. An archived version of the web cast will be available at www.exactsciences.com, through the Investor Relations link, for one month. A replay of the conference call also will be available for 48 hours, beginning two hours after the completion of the live call.

Information for the call is as follows:

Domestic callers: 888.396.2369
International callers: 617.847.8710
Participant Passcode: 24069967

The conference call replay information is as follows:

Domestic callers: 888.286.8010
International callers: 617.801.6888
Passcode: 18506759

EXACT Sciences Corporation

EXACT Sciences Corporation uses applied genomics to develop, patient-friendly screening technologies for use in the detection of cancer. EXACT maintains an exclusive license agreement with Laboratory Corporation of America® Holdings (LabCorp®) relating to the Company’s intellectual property. EXACT Sciences’ 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 (a group comprised of representatives from the American College of Gastroenterology, American Gastroenterological Association, and American Society for Gastrointestinal Endoscopy), and the American College of Radiology. EXACT Sciences is based in Marlborough, Mass.

Certain statements made in this press release that are not based on historical information are express or implied forward-looking statements relating to, among other things, EXACT Sciences’

expectations concerning its process to explore strategic alternatives, anticipated expense reductions, anticipated cash balances, restructuring charges, business prospects and plans, and similar matters . These statements are neither promises nor guarantees, but are subject to a variety of risks and uncertainties, many of which are beyond EXACT Sciences' control, and which could cause actual results to differ materially from those contemplated in these forward-looking statements. In particular, the risks and uncertainties include, among other things, EXACT Sciences' ability to secure FDA approval or clearance for any of its products; changes in FDA guidance or policy; the ability to attract prospective collaborators or other parties to enter into a collaboration, acquisition or other strategic transaction with EXACT; the ability to raise additional capital on acceptable terms; the clinical performance and market acceptance of its technologies; the reproducibility of its research results in subsequent studies and in clinical practice; sufficient investment in the sales and marketing of EXACT Sciences' technologies; the success of its strategic relationship with LabCorp; EXACT Sciences' ability to license certain technologies or obtain raw materials for its technologies; the ability to convince Medicare and other third-party payors to provide adequate reimbursement for EXACT Sciences' technologies; the ability to convince medical practitioners to order tests using EXACT Sciences' technologies; the ability to increase the performance its technologies; the ability of EXACT Sciences or LabCorp to lower the cost of stool-based DNA screening technologies through automating and simplifying key operational processes; the number of people who decide to be screened for colorectal cancer using EXACT Sciences' technologies; competition; the ability to protect EXACT Sciences' intellectual property and the cost of enforcing or defending EXACT Sciences in litigation relating to intellectual property rights; and the possibility that other companies will develop and market novel or improved methods for detecting colorectal cancer. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. EXACT Sciences undertakes no obligation to update or revise the information contained in this press release, whether as a result of new information, future events or circumstances or otherwise. For additional disclosure regarding these and other risks faced by EXACT Sciences, see the disclosure contained in EXACT Sciences' public filings with the Securities and Exchange Commission including, without limitation, its most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q filed with the SEC.

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