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): **January 4, 2008**

EXACT SCIENCES CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-32179	**02-0478229**
(Commission File Number)	(IRS Employer Identification No.)
100 Campus Drive, Marlborough, Massachusetts	**01752**
(Address of Principal Executive Offices)	(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))

Item 7.01 Regulation FD Disclosure.

On January 4, 2008, EXACT Sciences Corporation updated its form of corporate presentation, a copy of which is being furnished as Exhibit 99.1 to this Report on Form 8-K.

The information in this Report on Form 8-K 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 9.01 Financial Statements and Exhibits.

(d) Exhibits:

99.1 Form of Corporate Presentation, 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.

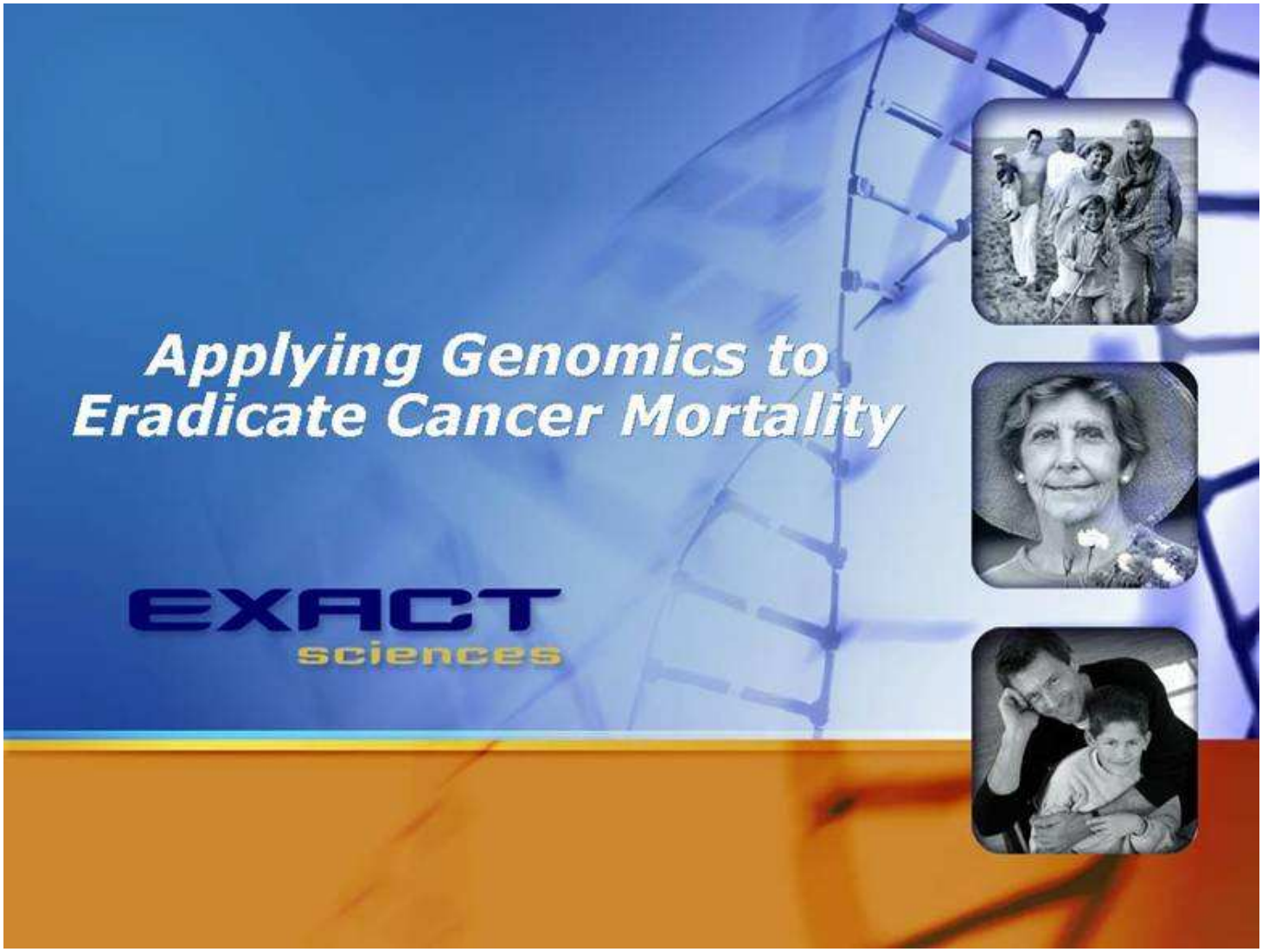
EXACT Sciences Corporation

January 4, 2008

By: /s/ Charles R. Carelli, Jr.
Charles R. Carelli, Jr.
Senior Vice President, Chief Financial Officer, Treasurer and Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	Form of Corporate Presentation, furnished herewith.


Applying Genomics to
Eradicate Cancer Mortality
EXACT
sciences

Safe Harbor

Certain matters we will discuss today, other than historical information, consist of forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 relating to, among other things, our expectations concerning the timing of potential commercial and clinical milestones, the efficacy of our technology, our commercial and FDA regulatory strategy, our available cash and cash equivalents, and our business and financial outlook. These forward-looking statements are not guarantees of future performance and are subject to a variety of risks and uncertainties that could cause actual results to differ materially from the results contemplated thereby. Any forward-looking statements we make should be considered in light of the risks and uncertainties contained in our filings with the Securities and Exchange Commission, including but not limited to those contained in our most recent Form 10-K and subsequent Forms 10-Q. We incorporate herein the discussion of those factors. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of today. We undertake no obligation to update or revise the information provided herein, whether as the result of new information, future events or circumstances or otherwise.

EXACT sciences

Colorectal Cancer (CRC)

- Most deadly cancer beyond lung cancer
- Affects men & women equally
- 154,000 cases diagnosed; 52,000 deaths annually
- ACS recommends people 50+ yrs. get screened
- Screening technologies available for 20+ yrs; screening rates have improved only slightly
- 2/3 diagnosed late = high mortality/escalating treatment costs

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CRC Screening – Significant Unmet Need

87M People in the US over age 50[1]

Traditional screening methods are not enough

[1] *U.S. Census Bureaus, May 2006*

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Strategic Advantages of EXACT Sciences

- Non-invasive technology
- Designed for mass use – rural and urban access
- Molecular biology of CRC is well known
- Proprietary DNA-based technology identifies direct changes associated with CRC NOT indirect
- Strong IP position / Exclusive from Johns Hopkins
- Large commercial partner, Laboratory Corporation of America

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LabCorp Advantage

- Pioneer in genomic testing and commercialization of new diagnostic technologies
- One of the largest labs in U.S.
  - $3.6B annual revenue
  - 350,000+ tests processed/day
  - ~1,000 sales reps
  - Numerous payor contracts
- $30M+ in license fees/milestones paid to date

EXACT sciences

DNA Technology

A test people will actually use

- Non-invasive
- Single stool specimen collected at home
- No sample manipulation
- No bowel preparation
- No time off from work
- No medication/dietary restrictions
- *DNA* has a positive connotation among patients

4X higher cancer detection rate than most widely used, non-invasive test, FOBT (*NEJM*, 2004)

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Clinical Utility

Adapted from David Ahlquist, M.D., ***Mayo Clinic***

	Accuracy	Compliance	Distribution / Access
Colonoscopy	☑		
FOBT			☑
Flex Sig	☑		☑
sDNA	☑	☑	☑

EXACT sciences

Key Achievements

- ✓ Developed non-invasive DNA technology for CRC
- ✓ Established US license relationship w/ LabCorp
- ✓ Demonstrated 4X superiority over widely used FOBT
- ✓ Developed higher sensitivity Version 2 technology
- ✓ Included in International Screening Guidelines

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Version 2.0 DNA Technology

- Recently completed large multi-center study on V2
- Interim data on 40 cancers was published, 1/07; 88% sensitivity, 82% specificity
- Final results showed sensitivity AGAIN in 80s
  - 82 CRC patients and 363 colonoscopy normal individuals
  - 83% sensitivity, 82% specificity
  - Demonstrated statistical consistency

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Near-Term Focus

- Inclusion in *American Cancer Society* & U.S. Multi-Society Task Force on Colorectal Cancer (MSTF-CRC) screening guidelines
  - Guidelines drafted
  - Currently being circulated among MSTF-CRC members
  - Do not know specific timeframe for release
- FDA approval on DNA technologies
- Medicare approval
  - 43 million people
  - 69% of newly diagnosed CRCs
  - Low screening rates
  - In discussions with CMS on our national coverage application
    - Determining path forward for DNA CRC testing in light of FDA regulatory process

EXACT sciences

FDA Update

Two goals of FDA strategy

- Version 1 compliance
- Version 2 approval

- V1 regulatory proposal
  - Met with FDA 10/26/07; presented 510(k) filing strategy
  - Submitted pre-IDE 11/2/07
  - Received FDA feedback on pre-IDE
    - Next step is to meet with FDA to discuss feedback
- V2 regulatory proposal
  - After submission of V1 filing, schedule pre-IDE meeting to define path for V2 filing

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Financial Summary as of 9/30/07

- $14.8M in cash
  - Sufficient for operations through 2008
  - May change based on FDA feedback and requirements
- LabCorp deal
  - $30M in license fees/milestones paid to date
  - $42.5M in potential milestones upon achievement of significant sales thresholds
  - 15%-17% royalty/test
  - Exclusive in U.S. through 2010 w/ carve outs for certain other labs

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Summary – Key Focus

- Inclusion in *American Cancer Society* screening guidelines
- FDA approval
- Medicare approval

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Applying Genomics to Eradicate Cancer Mortality

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