

EXACT SCIENCES CORP

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 3/25/2005

Address	100 CAMPUS DRIVE MARLBOROUGH, Massachusetts 01752
Telephone	508-683-1200
CIK	0001124140
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

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

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.)

**100 Campus Drive
Marlborough, MA 01752
(508) 683-1200**

(Address of Principal Executive Offices) (Zip Code)

**2000 Stock Option and Incentive Plan
2000 Employee Stock Purchase Plan**
(Full title of the plan)

**Don M. Hardison
Chief Executive Officer and President
EXACT Sciences Corporation
100 Campus Drive
Marlborough, MA 01752**

(Name and Address of Agent for Service of Process)

(508) 683-1200

(Telephone Number, Including Area Code, of Agent For Service)

Copy to:

**William J. Schnoor, Esq.
Goodwin Procter LLP
Exchange Place
Boston MA 02109
(617) 570-1020**

CALCULATION OF REGISTRATION FEE

<u>Title of Securities to be Registered</u>	<u>Amount to be Registered (1)</u>	<u>Proposed Maximum Offering Price Per Share (2)</u>	<u>Proposed Maximum Aggregate Offering Price (2)</u>	<u>Amount of Registration Fee (3)</u>
2000 Stock Option and Incentive Plan				
Common Stock (par value \$.01 per share)	2,744,000	\$ 4.03	\$ 11,058,320	\$ 1,302
2000 Employee Stock Purchase Plan				
Common Stock (par value \$.01 per share)	341,940	\$ 4.03	\$ 1,378,018	\$ 163
Total	3,085,940	\$ 4.03	\$ 12,436,338	\$ 1,465

(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 \$4.03 per share, which is the average of the high and low price of the Common Stock of the Registrant as reported on the Nasdaq National Market on March 18, 2005, is set forth solely for purposes of calculating the filing fee pursuant to Rules 457(c) and (h) of the Securities Act and has been used as these shares are without a fixed exercise price.

(3) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended.

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 (filed herewith)
23.1	Consent of Ernst & Young LLP (filed herewith)
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
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, in the Commonwealth of Massachusetts, on this 25th day of March, 2005.

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, hereby severally constitute and appoint Don M. Hardison and Harry W. Wilcox, III, and each of them singly, our true and lawful attorneys, with full power to them and each of them singly, to sign for us and in our names in the capacities indicated below, any amendments to this Registration Statement and any related subsequent registration statement pursuant to Rule 462(b) of the Securities Act of 1933 and generally to do all things in our names and on our behalf in such capacities to enable EXACT Sciences Corporation to comply with the provisions of the Securities Act of 1933 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 on behalf of the registrant in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Stanley N. Lapidus</u> Stanley N. Lapidus	Chairman of the Board and Director	March 25, 2005
<u>/s/ Don M. Hardison</u> Don M. Hardison	President, Chief Executive Officer and Director (Principal Executive Officer)	March 25, 2005
<u>/s/ Harry W. Wilcox, III</u> Harry W. Wilcox, III	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	March 25, 2005
<u>/s/ Charles R. Carelli, Jr.</u> Charles R. Carelli, Jr.	Corporate Controller (Principal Accounting Officer)	March 25, 2005
<u>/s/ Sally W. Crawford</u> Sally W. Crawford	Director	March 25, 2005
<u>/s/ Edwin M. Kania, Jr.</u> Edwin M. Kania, Jr.	Director	March 25, 2005
<u>/s/ Connie Mack, III</u> Connie Mack, III	Director	March 25, 2005
<u>/s/ Lance Willsey</u> Lance Willsey	Director	March 25, 2005
<u>/s/ Richard Barker</u> Richard Barker	Director	March 25, 2005
<u>/s/ Patrick J. Zenner</u> Patrick J. Zenner	Director	March 25, 2005

INDEX TO EXHIBITS

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EXHIBIT 5.1

[GOODWIN PROCTER LLP LETTERHEAD]

March 25, 2005

EXACT Sciences Corporation
100 Campus Drive
Marlborough, MA 01752

Re: Securities to be Registered Under Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is furnished in connection with the registration statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of an aggregate of 3,085,940 shares (the "Shares") of Common Stock, \$0.01 par value per share, of EXACT Sciences Corporation, a Delaware corporation (the "Company"), which may be issued pursuant to the 2000 Stock Option and Incentive Plan and the 2000 Employee Stock Purchase Plan (collectively, the "Plans").

In connection with rendering this opinion, we have examined (i) the Plans, (ii) the Sixth Amended and Restated Certificate of Incorporation of the Company, as amended, as on file with the Secretary of State of the State of Delaware, (iii) the Amended and Restated By-laws of the Company, as amended, (iv) such records of the corporate proceedings of the Company as we deemed material, (v) the Registration Statement and the exhibits thereto, and (vi) such other certificates, receipts, records and documents as we considered necessary for the purposes of this opinion. As to the matters of fact material to our opinion, we have relied upon certificates or telephonic confirmations of public officials and certificates, documents, statements and other information of the Company or representatives or officers thereof.

We express no opinion concerning the laws of any jurisdictions other than the laws of the United States of America and the Delaware General Corporation Law (which includes applicable provisions of the Delaware General Corporation Law and reported judicial decisions interpreting the Delaware General Corporation Law and applicable provisions of the Delaware Constitution).

Based upon the foregoing, we are of the opinion that upon the issuance and delivery of the Shares against payment therefore in accordance with the terms of the Plans, the Shares will be validly issued, fully paid and nonassessable under the Delaware General Corporation Law.

The foregoing assumes that all requisite steps will be taken to comply with the requirements of the Securities Act and applicable requirements of state laws regulating the offer and sale of securities.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby 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

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 and the 2000 Employee Stock Purchase Plan of EXACT Sciences Corporation of our reports dated March 11, 2005, with respect to the consolidated financial statements of EXACT Sciences Corporation and 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, included in its Annual Report (Form 10-K) for the year ended December 31, 2004, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
March 24, 2005

End of Filing

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