

EXACT SCIENCES CORP
Form 8-K
June 14, 2007

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): **June 8, 2007**

EXACT SCIENCES CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-32179

(Commission File Number)

100 Campus Drive, Marlborough, Massachusetts

(Address of Principal Executive Offices)

02-0478229

(IRS Employer Identification No.)

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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.02 Unregistered Sales of Equity Securities.

On June 14, 2007, pursuant to the terms of a Manufacturing and Supply Agreement by and between Oncomethylome Sciences S.A. (OMS) and EXACT Sciences Corporation (the Company) dated June 8, 2007, the Company agreed to issue to OMS 100,000 shares of the Company s common stock, \$.01 par value per share (the Common Stock). The aggregate offering price in connection with the stock issuance was approximately \$307,000 based on the closing price of the Company s Common Stock on the NASDAQ Global Market on June 14, 2007, the date of issuance of the shares under the agreement.

The shares of Common Stock were offered and sold to OMS in reliance on Section 4(2) of the Securities Act of 1933, as amended, and/or Regulation D. The shares of Common Stock sold in the private placement have not been registered under the Securities Act or state securities laws and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission or an applicable exemption from the registration requirements.

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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

June 14, 2007

By:

/s/ Jeffrey R. Luber

Jeffrey R. Luber

Senior Vice President, Chief Financial Officer,

General Counsel, Treasurer, and Secretary

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