

EXACT SCIENCES CORP  
Form S-8  
August 11, 2003

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## 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)

**98-0206122**

(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  
Amended and Restated 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.  
Testa, Hurwitz & Thibault, LLP  
125 High Street  
Boston, Massachusetts 02110  
(617) 248-7000**

#### CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price	Proposed Maximum Aggregate	Amount of Registration Fee
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		Per Share(2)	Offering Price(3)	
<b>2000 Stock Option and Incentive Plan</b>				
Common Stock (par value \$.01 per share)	1,952,690	\$15.50	\$30,266,695	\$2,448.58
<b>Amended and Restated 2000 Employee Stock Purchase Plan</b>				
Common Stock (par value \$.01 per share)	283,962	\$15.50	\$4,401,411.00	\$356.07
<b>Total</b>	<b>2,236,652</b>		<b>\$34,668,106.00</b>	<b>\$2,804.65</b>

(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 exercise price of options shall be determined at the time of grant. Accordingly, pursuant to Rule 457(h)(1) the price of \$15.50 per share, which is the average of the high and low prices reported on the National Association of Securities Dealers Automated Quotation National Market System on August 6, 2003, is set forth solely for purposes of calculating the filing fee.

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

**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. Pursuant to General Instruction E, the information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-54618) is hereby incorporated by reference.**

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits.

Exhibit No.	Description of Exhibit
4.1(1)	Sixth Amended and Restated Certificate Incorporation of the Registrant (filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1 (No. 333-48812) and incorporated herein by reference) (Exhibit 3.3)
4.2(1)	Amended and Restated By-Laws of the Registrant (filed as Exhibit 3.2 to the Company's Registration Statement on Form S-1 (No. 333-48812) and incorporated herein by reference) (Exhibit 3.2)
5.1	Opinion of Testa, Hurwitz & Thibeault, LLP (filed herewith)
23.1	Consent of Ernst & Young LLP (filed herewith)
23.2	Consent of Testa, Hurwitz & Thibeault, LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included as part of the signature page of this Registration Statement)

(1)



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SIGNATURE	TITLE	DATE
Richard W. Barker		
/s/ SALLY W. CRAWFORD	Director	August 6, 2003
Sally W. Crawford		
/s/ PATRICK ZENNER	Director	August 6, 2003
Patrick Zenner		
/s/ EDWIN M. KANIA, JR.	Director	August 7, 2003
Edwin M. Kania, Jr.		
/s/ LANCE WILLSEY	Director	August 6, 2003
Lance Willsey		

4

INDEX TO EXHIBITS

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(1) Incorporated herein by reference to the exhibits to the Company's Registration Statement on Form S-1, as amended (File No. 333-48812). The number given in parenthesis indicates the corresponding exhibit number in such Form S-1.

5

QuickLinks

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

SIGNATURES

POWER OF ATTORNEY AND SIGNATURES

INDEX TO EXHIBITS