

EXACT SCIENCES CORP
Form 8-K
October 25, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

(tables follow)

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CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **October 21, 2005**

EXACT SCIENCES CORPORATION

(Exacc:10.0pt;">

EXACT SCIENCES CORPORATION

Selected Unaudited Financial Information

Statements of Operation Data

**Three Months Ended
September 30,**

Delaware

(State or Other Jurisdiction of
Incorporation)

000-32179 **02-0478229**
(Commission File (IRS Employer
Number) Identification No.)

100 Campus **01752**
Drive,
Marlborough,
Massachusetts
(Address of
Principal
Executive
Offices) **Nine Months
Ended
September 30,**
In thousands,
except per share
data **(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)

- 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 1.01 Entry into a Material Definitive Agreement.

On October 21, 2005 Exact Sciences Corporation amended its Executive Cash Incentive Plan (the Plan) to provide that up to 50% of any incentive payment under the Plan that would have been awarded in shares of common stock, may, in lieu of such common stock grant, be paid out in cash (the Cash Amount). Under such circumstances, pursuant to the amended Plan, the portion of such incentive payment that is awarded in shares of common stock will vest 50% on each of the first and second anniversaries of the award.

Item 2.02 Results of Operations and Financial Condition.

On October 24, 2005, Exact Sciences Corporation announced its financial results for the three and nine months ended September 30, 2005. A copy of the press release 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.

(c) Exhibits:

99.1 Press Release issued by the Company on October 24, 2005, 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			
	2005	2004	2005	2004
Revenue:				
Product royalty fees	\$ 51	\$ 41	\$ 165	\$ 98
License fees	1,111	1,128	2,737	3,385
Product				

October 24, 2005

By: /s/ Harry W. Wilcox, III
 Harry W. Wilcox, III
 Senior Vice President, Chief Financial

Officer and Treasurer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release issued by the Company on October 24, 2005, furnished herewith.