

EXACT SCIENCES CORP  
Form POS AM  
April 29, 2011

As Filed With the Securities and Exchange Commission on April 29, 2011

Registration No. 333-108679

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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Post-Effective Amendment No. 1 to

**Form S-3**

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

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**Exact Sciences Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

02-0478229

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(IRS Employer Identification Number)

**441 Charmany Drive**

**Madison, WI 53719**

**(608) 284-5700**

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

**Maneesh K. Arora**

**Senior Vice President and Chief Financial Officer**

**Exact Sciences Corporation**

**441 Charmany Drive**

**Madison, WI 53719**

**(608) 284-5700**

(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

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**Please send copies of all communications to:**

**Mark R. Busch, Esq.**

**K&L Gates LLP**

**214 North Tryon Street, 47th Floor**

**Charlotte, N.C. 28202**

**(704) 331-7440**

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**Approximate date of commencement of proposed sale to the public:**

**Not applicable.**

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark if the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer   
(do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

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**DEREGISTRATION OF SECURITIES**

On September 11, 2003, Exact Sciences Corporation (the Company) filed a registration statement on Form S-3 (Registration No. 333-108679), as amended to date (the Registration Statement), to register \$100,000,000 in aggregate maximum offering price of the Company's common stock, preferred stock, debt securities and warrants to be offered by the Company from time to time. Pursuant to the Registration Statement, the Company has offered and sold an aggregate of 6,900,000 shares of the Company's common stock having an aggregate offering price of \$46,575,000. The Company is filing this post-effective amendment No. 1 to deregister all of the securities that remain unsold under the Registration Statement.

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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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

EXACT SCIENCES CORPORATION

By: /s/ Kevin T. Conroy  
Kevin T. Conroy  
President and Chief Executive Officer

Dated: April 29, 2011

Pursuant to the requirements of the Securities and Exchange Act of 1934, as amended, this registration statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Kevin T. Conroy Kevin T. Conroy	President and Chief Executive Officer (Principal Executive Officer)	April 29, 2011
/s/ Maneesh K. Arora Maneesh K. Arora	Senior Vice President, Chief Financial Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)	April 29, 2011
/s/ James Connelly James Connelly	Director	April 29, 2011
/s/ Sally W. Crawford Sally W. Crawford	Director	April 29, 2011
/s/ Daniel J. Levangie Daniel J. Levangie	Director	April 29, 2011
/s/ Katherine Napier Katherine Napier	Director	April 29, 2011
/s/ Lionel N. Sterling Lionel N. Sterling	Director	April 29, 2011
/s/ David A. Thompson David A. Thompson	Director	April 29, 2011

