

Edgar Filing: LYTTON LAURENCE W - Form SC 13G/A

LYTTON LAURENCE W
Form SC 13G/A
January 23, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment #1)

(Name of Issuer) Exact Sciences
(Title of Class of Securities) Common Stock
(CUSIP Number) 30063P105
(Date of Event Which Requires Filing of this Statement) January 16, 2009

Check the appropriate box to designate the rule pursuant to which this
Schedule
is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. 30063P105

1. Names of Reporting Persons.

Laurence W. Lytton

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power 1,264,278
6. Shared Voting Power 0
7. Sole Dispositive Power 1,264,278
8. Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting
Person

1,264,278

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

4.6%

12. Type of Reporting Person (See Instructions)

IN

Item 1.

(a) Name of Issuer Exact Sciences

(b) Address of Issuer's Principal Executive Offices

100 Campus Drive
Marlborough, MA

Item 2.

(a) Name of Person Filing Laurence W. Lytton

(b) Address of Principal Business Office or, if none, Residence

467 CPW
N.Y., NY 10025

(c) Citizenship USA

(d) Title of Class of Securities Common

(e) CUSIP Number 30063P105

Item 3. not applicable

Item 4. Ownership.

(a) Amount beneficially owned: 1,264,278

(b) Percent of class: 4.6%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 1,264,278

(ii) Shared power to vote or to direct the vote 0

(iii) Sole power to dispose or to direct the disposition of 1,264,278

(iv) Shared power to dispose or to direct the disposition of 0

Item 5. Ownership of Five Percent or Less of a Class: [x]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

___01/23/09_____

Date

___s/ Laurence W. Lytton_____

Signature

___Laurence W. Lytton_____

Name/Title