

**UNITED STATES
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): **January 5, 2021**

EXACT SCIENCES CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35092
(Commission
File Number)

02-0478229
(I.R.S. Employer
Identification No.)

**5505 Endeavor Lane
Madison, WI 53719**
(Address of Principal Executive Offices)(Zip Code)

Registrant's telephone number, including area code: **(608) 284-5700**

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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:

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	EXAS	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

8.01 Other Events.

On January 5, 2021, Exact Sciences Corporation (the “Company”) filed with the Securities and Exchange Commission, a prospectus supplement dated January 5, 2021 (the “Prospectus Supplement”) to the Company’s automatic shelf registration statement on Form S-3 (Registration No. 333-238845). The Prospectus Supplement was filed to register the resale from time to time by the selling stockholders referenced in the Prospectus Supplement of up to 9,323,266 shares of the Company’s common stock, par value \$0.01 per share.

In connection with the Prospectus Supplement, the Company is filing the opinion of its counsel, K&L Gates LLP, regarding the legality of the securities being registered, which opinion is attached as Exhibit 5.1 to this Current Report on Form 8-K.

9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
5.1	Opinion of K&L Gates LLP
23.1	Consent of K&L Gates LLP (included in Exhibit 5.1)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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

Date: January 5, 2021

By: /s/ Jeffrey T. Elliott
Jeffrey T. Elliott
Chief Financial Officer

K&L GATES

January 5, 2021

Exact Sciences Corporation
5505 Endeavor Lane
Madison, WI 53719

Ladies and Gentlemen:

We have acted as counsel to Exact Sciences Corporation, a Delaware corporation (the “Company”), in connection with the prospectus supplement dated January 5, 2021 (the “Prospectus Supplement”) to the Registration Statement on Form S-3 filed by the Company with the Securities and Exchange Commission (the “SEC”) on June 1, 2020 (File No. 333-238845) (including the prospectus contained therein, the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”), with respect to the resale from time to time by the selling stockholders identified in the Prospectus Supplement under the heading “Selling Stockholders” of up to 9,323,266 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share (“Common Stock”). The Shares were issued to the Selling Stockholders in connection with the Company’s acquisition of Thrive Earlier Detection Corp., a Delaware corporation (“Thrive”), pursuant to the Agreement and Plan of Merger dated as of October 26, 2020 (the “Merger Agreement”), by and among the Company, Eagle Merger Sub I, Inc., Eagle Merger Sub II, LLC, Thrive, and Shareholder Representative Services LLC (solely in its capacity as holders’ representative), as amended on December 23, 2020 and January 4, 2021 (as so amended, the “Merger Agreement”).

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

For purposes of rendering the opinion stated herein, we have examined (i) the Registration Statement, (ii) the Prospectus Supplement, (iii) the Merger Agreement, (iv) the Company’s Sixth Amended and Restated Certificate of Incorporation, as amended through the date hereof, (v) the Company’s Fourth Amended and Restated By-Laws, (vi) resolutions adopted by the board of directors of the Company approving the Merger Agreement, the transactions contemplated thereby, and other related matters, (vii) a certificate of an officer of the Company, dated the date hereof, (viii) a certificate from the Secretary of State of the State of Delaware, dated January 4, 2021, with respect to the Company’s incorporation, existence and good standing under the laws of the State of Delaware, and (ix) the Company’s stock ledger.

We have also examined such questions of law, and the originals or copies, certified or otherwise identified to our satisfaction, of such instruments, documents and records, as we have deemed necessary or appropriate as a basis for the opinion stated herein.

In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all documents submitted to us as originals, and the conformity to the originals of all documents submitted to us as copies. In addition, we have assumed that (i) the Merger Agreement constitutes the legal, valid, and binding obligation of each party thereto in accordance with its terms, and (ii) the Merger Agreement was duly adopted, executed and delivered by all parties thereto other than the Company. As to matters of fact relevant to our opinion set forth below, we have relied, without independent investigation, on certificates of public officials and of officers of the Company.

Our opinion set forth below is limited to the General Corporation Law of the State of Delaware (“DGCL”) and reported decisions interpreting the DGCL.

Based upon and subject to the foregoing, it is our opinion that the Shares are validly issued, fully paid and non-assessable.

Exact Sciences Corporation

January 5, 2021

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This opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares, the Prospectus Supplement or the Registration Statement. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

We hereby consent to the filing of this opinion letter with the SEC as Exhibit 5.1 to the Company's Current Report on Form 8-K relating to the filing of the Prospectus Supplement and to the use of our name under the caption "Legal Matters" in the Prospectus Supplement.

Very truly yours,

/s/ K&L Gates LLP

K&L Gates LLP