

**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): **March 4, 2020**

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.)

**441 Charmany Drive
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.

4.01 Changes in Registrant's Certifying Accountant.

On March 4, 2020, as approved by the Audit and Finance Committee of the Board of Directors (the "Audit Committee") of Exact Sciences Corporation (the "Company"), the Company dismissed BDO USA, LLP as its independent registered public accounting firm. The reports of BDO USA, LLP on the financial statements of the Company for the past two fiscal years ended December 31, 2019 and 2018 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the two most recent fiscal years ended December 31, 2019 and 2018 and through March 4, 2020, there have been no disagreements with BDO USA, LLP on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements if not resolved to the satisfaction of BDO USA, LLP would have caused it to make reference to the subject matter of such disagreements in their reports on the financial statements for such years.

During the two most recent fiscal years ended December 31, 2019 and 2018 and through March 4, 2020, there have been no "reportable events" (as defined in Item 304(a)(1)(v) of Regulation S-K).

The Company has requested that BDO USA, LLP furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the above statements. A copy of such letter, dated March 6, 2020, is filed as Exhibit 16 to this Current Report on Form 8-K.

On March 4, 2020, as approved by the Audit Committee, the Company appointed PricewaterhouseCoopers, LLP as the independent registered public accounting firm for the Company for the fiscal year ended December 31, 2020. During the last two fiscal years ended December 31, 2019 and 2018 and through March 4, 2020, the Company has not consulted with PricewaterhouseCoopers, LLP regarding (i) the application of accounting principles to a specified transaction or transactions, either completed or proposed, or the type of audit opinion PricewaterhouseCoopers, LLP might render on the Company's financial statements or (ii) any matter that was either the subject of a disagreement, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to that Item, or a "reportable event" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

9.01. Financial Statements and Exhibits.

Exhibits

The following exhibit is filed herewith:

Exhibit No.	Exhibit Description
16	Letter from BDO USA, LLP to the Securities and Exchange Commission dated March 6, 2020, regarding change in certifying accountant.

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: March 6, 2020

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



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One Erdman Place, Suite 404
Madison, WI 53717

March 6, 2020

Securities and Exchange Commission
100 F Street N.E.
Washington, D.C. 20549

We have been furnished with a copy of the response to Item 4.01 of Form 8-K for the event that occurred on March 4, 2020, to be filed by our former client, Exact Sciences Corporation. We agree with the statements made in response to that Item insofar as they relate to our Firm.

Very truly yours,

BDO USA, LLP

BDO USA, LLP
Madison, Wisconsin

