

**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): **June 1, 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.

8.01 Other Events.

On June 1, 2020, Exact Sciences Corporation (the “Company”) filed with the Securities and Exchange Commission (“SEC”) a prospectus supplement dated June 1, 2020, pursuant to Rule 424(b) under the Securities Act of 1933, as amended, pursuant to the Company's effective 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 certain selling stockholders of up to 395,627 shares of the Company’s common stock.

9.01 Financial Statements and Exhibits.

Exhibits

The exhibits to this Current Report on Form 8-K are listed below and incorporated herein by reference.

<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	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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: June 1, 2020

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

Exact Sciences Corporation
441 Charmany Drive
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 (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) (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 listed in the Prospectus Supplement under the heading “Selling Stockholders” and any additional selling stockholders who will be identified in one or more future prospectus supplements (the “Selling Stockholders”), as detailed in the Prospectus Supplement, of up to 395,627 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share (“Common Stock”). The shares offered under the Prospectus Supplement were issued or are issuable to the Selling Stockholders in connection with the Company’s acquisitions of Paradigm Diagnostics, Inc., a Delaware corporation (“Paradigm”), and Viomics, Inc., a Delaware corporation (“Viomics”), as follows: (i) an aggregate of 242,911 shares (the “Paradigm Issued Shares”) issued to certain Selling Stockholders upon the closing of the acquisition of Paradigm pursuant to that certain Agreement and Plan of Merger, dated February 11, 2020 (the “Paradigm Merger Agreement”); (ii) up to an aggregate of 45,328 shares (the “Paradigm Holdback Shares”) issuable to certain Selling Stockholders as payment of the Paradigm Holdback Amount (as defined in the Prospectus Supplement) pursuant to the Paradigm Merger Agreement; and (iii) up to an aggregate of 107,388 shares (together with the Paradigm Holdback Shares, the “Holdback Shares”) issuable to certain Selling Stockholders as payment of the Viomics Holdback Amount (as defined in the Prospectus Supplement) pursuant to that certain Agreement and Plan of Merger, dated February 11, 2020 (the “Viomics Merger Agreement” and, together with the Paradigm Merger Agreement, the “Merger Agreements”).

You have requested our opinion as to the matters set forth below in connection with the Prospectus Supplement. For purposes of rendering that opinion, we have examined: (i) the Prospectus Supplement; (ii) the Registration Statement; (iii) the Company’s Sixth Amended and Restated Certificate of Incorporation, as amended; (iv) the Company’s Fourth Amended and Restated By-Laws; (v) the Paradigm Merger Agreement; (vi) the Viomics Merger Agreement; (vii) corporate actions of the Company’s Board of Directors that provide for the execution, delivery and performance of the Paradigm Merger Agreement, the Viomics Merger Agreement and the issuance of the shares of Common Stock thereunder; and (viii) a certificate of an officer of the Company, dated as of the date hereof. Other than our review of the documents listed in (i) through (viii) above, we have not reviewed any other documents or made any independent investigation for the purpose of rendering this opinion.

For the purposes of this opinion letter, we have assumed that: (i) each document submitted to us is accurate and complete; (ii) each such document that is an original is authentic; (iii) each such document that is a copy conforms to an authentic original; (iv) all signatures on each such document are genuine; and (v) the Company is and shall remain at all times a corporation duly incorporated, validly existing and in good standing under the laws of the State of Delaware. In rendering our opinion below, we have also assumed that: (i) the corporate actions of the Company referenced in clause (vii) of the previous paragraph have not been, and will not be, revoked, modified or amended; (ii) the Merger

Agreements constitute valid and binding obligations of all parties thereto, enforceable against each such party in accordance with their terms; (iii) any certificates representing the Paradigm Issued Shares will be cancelled to the extent such Shares are sold pursuant to the Registration Statement and, to the extent that the Shares of Common Stock are certificated, any Shares sold pursuant to the Registration Statement will be issued with certificates representing such Shares, (iv) the issuance of the Shares will be noted in the Company's stock ledger, and (v) the stock ledger will be updated to reflect the cancellation of any Shares previously issued pursuant to the Paradigm Merger Agreement and reissued pursuant to the Registration Statement. We have further assumed the legal capacity of natural persons, and we have assumed that each party to the documents we have examined or relied on has the legal capacity or authority and has satisfied all legal requirements that are applicable to that party to the extent necessary to make such documents enforceable against that party. We assume that, at the time of the issuance of any Shares, the Company will have sufficient authorized and unissued, and not otherwise committed to be issued, shares of Common Stock, as the case may be, to provide for such issuance. We have not verified any of those assumptions.

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

Based upon and subject to the foregoing, it is our opinion that (i) the Shares have been duly authorized, (ii) the Paradigm Issued Shares are validly issued, fully paid and non-assessable, and (iii) the Holdback Shares, when issued in accordance with the terms of the Merger Agreements and as described in the Registration Statement, will be validly issued, fully paid and non-assessable.

This opinion is rendered solely in connection with the registration of the shares of Common Stock for resale by the Selling Stockholders under the Registration Statement pursuant to the Prospectus Supplement. 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. American Stock Transfer & Trust Company, LLC, in its capacity as the transfer agent for the Common Stock, may rely on the opinion set forth in this letter.

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, which is incorporated by reference in the Registration Statement. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ K&L Gates LLP

K&L Gates LLP