
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **October 24, 2018**

Exact Sciences Corporation

(Exact name of registrant as specified in its 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**
(Address of principal
executive offices)

53719
(Zip Code)

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

N/A

(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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

Item 3.03 Material Modification to Rights of Security Holders.

On October 24, 2018, the board of directors (the “Board”) of Exact Sciences Corporation (the “Company”) approved, and the Company and American Stock Transfer & Trust Company, LLC, as rights agent under the Company’s Rights Agreement, dated as of February 22, 2011 (the “Agreement”), entered into, an amendment to the Agreement (the “Amendment”). The Amendment changed the final expiration date with respect to the Company’s preferred stock purchase rights (the “Rights”) issued under the Agreement from (a) the close of business on the tenth anniversary date of the Agreement to (b) 11:59 P.M., New York City time, on October 24, 2018. In accordance with the terms of the Agreement as amended by the Amendment (the “Amended Agreement”), all of the Rights then outstanding expired at 11:59 P.M. (New York City time) on October 24, 2018, and no Rights are to be issued from and after that time.

The description of the Amendment in this Item 3.03 is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 4.2 to this report and incorporated herein by reference.

American Stock Transfer & Trust Company, LLC is the transfer agent and registrar for the Company’s common stock.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 25, 2018, the Company filed with the Secretary of State of the State of Delaware a certificate of elimination that, effective upon filing, eliminated from the Company’s certificate of incorporation all matters set forth in the certificate of designations with respect to the Company’s Series A Junior Participating Preferred Stock (the “Series A Junior Participating Preferred Stock”). No shares of the Series A Junior Participating Preferred Stock were issued and outstanding at the time of the filing of the certificate of elimination. A copy of the certificate of elimination is filed as Exhibit 3.1 to this report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Certificate of Elimination of Series A Junior Participating Preferred Stock of the Registrant</u>
3.2	<u>Sixth Amended and Restated Certificate of Incorporation of the Registrant (previously filed as Exhibit 3.3 to the Registrant’s Registration Statement on Form S - 1 (File No. 333 - 48812), filed on October 27, 2000, and incorporated herein by reference)</u>
3.3	<u>First Amendment to Sixth Amended and Restated Certificate of Incorporation of the Registrant (previously filed as Appendix B to the Definitive Proxy Statement for the Company’s 2014 Annual Meeting of Stockholders, filed on June 20, 2014, and incorporated herein by reference)</u>
4.1	<u>Rights Agreement, dated February 22, 2011, by and between the Registrant and American Stock Transfer & Trust Company, LLC (previously filed as Exhibit 4.1 to the Registrant’s Registration Statement on Form 8-A filed on February 23, 2011 and incorporated herein by reference)</u>
4.2	<u>First Amendment to Rights Agreement, dated as of October 24, 2018, by and between the Registrant and American Stock Transfer & Trust Company, LLC</u>

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.

Date: October 25, 2018

EXACT SCIENCES CORPORATION

By: /s/ D. Scott Coward
D. Scott Coward
Senior Vice President, General Counsel and Secretary

CERTIFICATE OF ELIMINATION
OF
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK
OF
EXACT SCIENCES CORPORATION

Pursuant to Section 151(g) of the General
Corporation Law of the State of Delaware

Exact Sciences Corporation, a Delaware corporation (the "Corporation"), does hereby certify that, at a duly convened meeting of the board of directors of the Corporation (the "Board of Directors") on October 24, 2018, the Board of Directors duly adopted the following resolution:

FURTHER RESOLVED, that none of the authorized shares of Series A Junior Participating Preferred Stock of Exact Sciences Corporation are outstanding, and none will be issued subject to the certificate of designations previously filed with respect to such series.

[*Signature page follows* .]

IN WITNESS WHEREOF, Exact Sciences Corporation has caused this certificate to be duly executed in its corporate name on this 25th day of October 2018.

EXACT SCIENCES CORPORATION

By: /s/ D. Scott Coward
D. Scott Coward
Senior Vice President, General Counsel and Secretary

[*Certificate of Elimination – Series A Junior Participating Preferred Stock*]

FIRST AMENDMENT TO RIGHTS AGREEMENT

This First Amendment to Rights Agreement (this “Amendment”), dated as of October 24, 2018 (the “Effective Date”), is by and between Exact Sciences Corporation, a Delaware corporation (the “Company”), and American Stock Transfer & Trust Company, LLC, as rights agent (the “Rights Agent”).

WITNESSETH

WHEREAS, the Company is party to a Rights Agreement, dated as of February 22, 2011 (the “Agreement”), with the Rights Agent;

WHEREAS, pursuant to Section 26 of the Agreement, for so long as the Rights are then redeemable, the Company may in its sole and absolute discretion, and the Rights Agent shall, if the Company so directs, supplement or amend any provision of the Agreement in any respect without the approval of any holders of Rights or Common Stock;

WHEREAS, the board of directors of the Company has determined that it is in the best interests of the Company and its stockholders to amend the Agreement on the terms set forth herein;

WHEREAS, the Company hereby directs the Rights Agent to enter into this Amendment; and

WHEREAS, the Company has delivered to the Rights Agent a certificate from an appropriate officer of the Company, which states that this Amendment is in compliance with the terms of Section 26 of the Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein set forth, the parties hereto hereby agree as follows:

Section 1. Amendment of Section 7(a) of the Agreement. Clause (i) in paragraph (a) of Section 7 of the Agreement is hereby amended and restated in its entirety as follows:

“(i) 11:59 P.M., New York City time, on October 24, 2018 (the “**Final Expiration Date**”),”

Section 2. Amendment of Exhibit C to the Agreement. The fifth paragraph of Exhibit C to the Agreement is hereby amended and restated in its entirety as follows:

“The Rights are not exercisable until the Distribution Date. The Rights will expire at 11:59 P.M., New York City time, on October 24, 2018 (the “**Final Expiration Date**”), unless earlier redeemed or exchanged by the Company or terminated.”

Section 3. Effect of Amendment. This Amendment is an amendment to the Agreement and shall become effective on the Effective Date. All references to the Agreement shall, from and after the Effective Date, be deemed to be references to the Agreement as amended hereby.

Section 4. Further Assurances. Each of the parties to this Amendment shall reasonably cooperate and take such action as may reasonably be requested by the other party in order to carry out the provisions and purposes of this Amendment, the Agreement as amended by this Amendment and the transactions contemplated hereby and thereby.

Section 5. Severability. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

Section 6. Governing Law. This Amendment shall be deemed to be a contract made under the internal laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.

Section 7. Execution in Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. A signature to this Amendment executed and/or transmitted electronically shall have the same authority, effect, and enforceability as an original signature.

Section 8. Descriptive Headings. Descriptive headings of the several sections of this Amendment are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

Section 9. Defined Terms. Except as otherwise expressly provided herein, all capitalized terms used herein shall have the meanings assigned to them in the Agreement, as amended hereby.

[*S*ignature page follows.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and effective as of the day and year above written.

EXACT SCIENCES CORPORATION

By: /s/ D. Scott Coward
Name: D. Scott Coward
Title: Senior Vice President, General Counsel and Secretary

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC

By: /s/ Michael A. Nespoli
Name: Michael A. Nespoli
Title: Executive Director

[SIGNATURE PAGE TO FIRST AMENDMENT TO RIGHTS AGREEMENT]
