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 10, 2004

EXACT SCIENCES CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)

000-32179 (Commission File Number) 02-0478229 (IRS Employer Identification No.)

100 Campus Drive, Marlborough Massachusetts (Address of Principal Executive Offices)

Registrant s telephone number, including area code: (508) 683-1200

01752

(Zip Code)

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ITEM 9. REGULATION FD DISCLOSURE

On March 10, 2004, EXACT Sciences Corporation issued a press release, a copy of which is being filed as Exhibit 99.1 to this Current Report on Form 8-K, such press release being incorporated herein by reference.

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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

March 11, 2004

By: /s/ Don Hardison Don Hardison President and Chief Executive Officer

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EXHIBIT INDEX

Exhibit Number

99.1

Press Release dated March 10, 2004.

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Description