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EXACT SCIENCES CORP  
Form 8-K  
January 22, 2003

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 21, 2003

EXACT SCIENCES CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE  
(State or Other Jurisdiction of Incorporation)

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

63 GREAT ROAD, MAYNARD, MASSACHUSETTS	01754
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(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (978) 897-2800

ITEM 5. OTHER EVENTS.

On January 21, 2003, 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.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

99.1 Press Release dated January 21, 2003.

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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

January 22, 2003

By: /s/ John A. McCarthy, Jr.

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John A. McCarthy, Jr.  
Executive Vice President, Chief  
Operating Officer, Chief Financial  
Officer and Treasurer

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
99.1	Press Release dated January 21, 2003.