

EXACT SCIENCES CORP  
Form 10-Q/A  
June 03, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 10-Q/A

(Amendment No. 1)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 001-35092

EXACT SCIENCES CORPORATION

(Exact name of registrant as specified in its charter)

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DELAWARE (State or other jurisdiction of incorporation or organization)	02-0478229 (I.R.S. Employer Identification Number)
441 Charmany Drive, Madison WI (Address of principal executive offices)	53719 (Zip Code)

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 2, 2016, the registrant had 97,791,900 shares of common stock outstanding.



EXPLANATORY NOTE

This Amendment No. 1 to Form 10-Q (this “Amended Filing”) amends the Quarterly Report on Form 10-Q of Exact Sciences Corporation (the “Company”) for the period ended March 31, 2016, which was originally filed on May 3, 2016 (the “Original Filing”). The Company is filing this Amended Filing solely for the purpose of refiling Exhibit 10.2 thereto to include Appendix A, for which the Company previously requested confidential treatment. The Exhibit 10.2 filed with this Amended Filing supersedes the Exhibit 10.2 filed as an exhibit to the Original Filing.

In addition, as required by Rule 12b-15 of the Securities Exchange Act of 1934, new certifications by the Company’s principal executive officer and principal financial officer are included herein as exhibits to this Amendment. This Amended Filing speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Original Filing.

Part II - Other Information

Item 6. Exhibits

The exhibits required to be filed as a part of this report are listed in the Exhibit Index.

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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 thereunto duly authorized.

EXACT SCIENCES CORPORATION

Date: June 3, 2016 By: /s/ Kevin T. Conroy  
Kevin T. Conroy

President and Chief Executive Officer  
(Principal Executive Officer)

Date: June 3, 2016 By: /s/ John K. Bakewell  
John K. Bakewell  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

EXHIBIT INDEX

Exhibit Number	Description
3.1	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)
3.2	First Amendment to Sixth Amended and Restated Certificate of Incorporation of the Registrant (previously filed as Appendix A to the Definitive Proxy Statement for the Company's 2014 Annual Meeting of Stockholders, filed on June 20, 2014, and incorporated herein by reference)
3.3	Second Amended and Restated By-Laws of the Registrant, dated October 27, 2015 (previously filed as Exhibit 3.3 to the Registrant's Report on Form 10-Q for the period ended September 30, 2015 and incorporated herein by reference)
10.1*	Employment Agreement by and between John Bakewell and the Registrant, dated January 1, 2016 (previously filed as Exhibit 10.6 to the Registrant's Annual Report on Form 10-K for the period ended December 31, 2015 and incorporated herein by reference)
10.2**+	First Amendment to Amended and Restated License Agreement between the Registrant and MAYO Foundation for Medical Education and Research, dated January 11, 2016
31.1+	Certification Pursuant to Rule 13(a)-14(a) or Rule 15d-14(a) of Securities Exchange Act of 1934
31.2+	Certification Pursuant to Rule 13(a)-14(a) or Rule 15d-14(a) of Securities Exchange Act of 1934
32.1+	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101†	Interactive Data Files

\* Indicates a management contract or any compensatory plan, contract or arrangement.

\*\* Confidential Treatment requested for certain portions of this agreement.

+ Filed herewith.

† Previously filed.

