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**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): **January 10, 2021**

**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.)

**5505 Endeavor Lane  
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.

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**2.02. Results of Operations and Financial Conditions.**

On January 10, 2021, Exact Sciences Corporation (the “Company”) announced certain preliminary financial information for the quarter and full year ended December 31, 2020. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**7.01 Regulation FD Disclosure.**

The Company will post the PowerPoint presentation that the Company will present at the 2021 J.P. Morgan Healthcare Conference on January 13, 2021 to the Company's website, [www.exactsciences.com](http://www.exactsciences.com), on the Events and Presentations page under the Investor Relations tab.

**9.01. Financial Statements and Exhibits.**

**Exhibits**

The exhibits furnished as a part of this Current Report on Form 8-K are listed in the Exhibit Index attached hereto and incorporated herein by reference.

The information furnished in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Exhibit No.	Exhibit Description
<a href="#">99.1</a>	Press release, dated January 10, 2021, issued by Exact Sciences Corporation, furnished herewith.

**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: January 11, 2021

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

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For Immediate Release

### Exact Sciences Announces Preliminary Fourth Quarter 2020 Results

- Expected total revenue of \$464.5-467.5M, including Screening revenue of \$249-250M, Precision Oncology revenue of \$117-118M, and COVID-19 testing revenue of \$98.5-99.5M

MADISON, Wis., Jan. 10, 2021 — Exact Sciences Corp. (Nasdaq: EXAS) today announced that the company expects to report revenue between \$464.5 million and \$467.5 million for the fourth quarter ended Dec. 31, 2020.

"I'm incredibly proud of how the Exact Sciences team came together during 2020 to make progress towards our mission of eradicating cancer and the suffering it causes," said Kevin Conroy, chairman and CEO of Exact Sciences. "Following our combination with Thrive, we are confident in making blood-based, multi-cancer screening a reality and being a leading provider of earlier, smarter cancer tests for patients at every step of their journey. We've never been more excited about the impact Exact Sciences will have on patient lives with Cologuard, Oncotype, and our future tests."

#### Preliminary, Unaudited Fourth Quarter 2020 Financial Results

*For the three-month period ended December 31, 2020, as compared to the same period of 2019 (where applicable):*

- Expected total revenue between \$464.5 million and \$467.5 million
- Expected Screening revenue between \$249 million and \$250 million, an increase of 9 percent
- Expected Precision Oncology revenue between \$117 million and \$118 million
- Expected COVID-19 testing revenue between \$98.5 million and \$99.5 million

#### Preliminary, Unaudited 2020 Financial Results

*For the twelve-month period ended December 31, 2020, as compared to the same period of 2019 (where applicable):*

- Expected total revenue between \$1.490 billion and \$1.493 billion
- Expected Screening revenue between \$814.5 million and \$815.5 million, an increase of 1 percent
- Expected Precision Oncology revenue between \$440 million and \$441 million
- Expected COVID-19 testing revenue between \$235 million and \$236 million

For the fourth quarter and 2020, Screening includes laboratory service revenue from Cologuard and revenue from Biomatrix products. Precision Oncology includes laboratory service revenue from global Oncotype products.

Exact Sciences has not completed preparation of its financial statements for the fourth quarter or full year of 2020. The revenue ranges presented in this news release for the fourth quarter of 2020 and for the year ended Dec. 31, 2020 are preliminary and unaudited and are thus inherently uncertain and subject to change as we complete our financial results for the fourth quarter of 2020. Exact Sciences is in the process of completing its customary year-end close and review procedures as of and for the year ended Dec. 31, 2020, and there can be no assurance that final results for this period will not differ from these estimates. During the course of the preparation of Exact Sciences' consolidated financial statements and related notes as of and for the year ended Dec. 31, 2020, the company's independent registered public accountants may identify items that could cause final reported results to be materially different from the preliminary financial estimates presented herein.

Exact Sciences plans to report 2020 financial results during its February 2021 earnings call.

### **About Cologuard**

Cologuard was approved by the FDA in August 2014, and results from Exact Sciences' prospective 90-site, point-in-time, 10,000-patient pivotal trial were published in the New England Journal of Medicine in March 2014. Cologuard is included in the American Cancer Society's (2018) colorectal cancer screening guidelines and the recommendations of the U.S. Preventive Services Task Force (2016) and National Comprehensive Cancer Network (2016). Cologuard is indicated to screen adults 45 years of age and older who are at average risk for colorectal cancer by detecting certain DNA markers and blood in the stool. Do not use Cologuard if you have had precancer, have inflammatory bowel disease and certain hereditary syndromes, or have a personal or family history of colorectal cancer. Cologuard is not a replacement for colonoscopy in high risk patients. Cologuard performance in adults ages 45-49 is estimated based on a large clinical study of patients 50 and older. Cologuard performance in repeat testing has not been evaluated.

The Cologuard test result should be interpreted with caution. A positive test result does not confirm the presence of cancer. Patients with a positive test result should be referred for diagnostic colonoscopy. A negative test result does not confirm the absence of cancer. Patients with a negative test result should discuss with their doctor when they need to be tested again.

Medicare and most major insurers cover Cologuard. For more information about Cologuard, visit [www.cologuardtest.com](http://www.cologuardtest.com). Rx only.

### **About Oncotype DX**

The Oncotype DX® portfolio of breast, colon and prostate cancer tests applies advanced genomic science to reveal the unique biology of a tumor in order to optimize cancer treatment decisions. In breast cancer, the Oncotype DX Breast Recurrence Score® test is the only test that has been shown to predict the likelihood of chemotherapy benefit as well as recurrence in invasive breast cancer. Additionally, the Oncotype DX Breast DCIS Score test predicts the likelihood of recurrence in a pre-invasive form of breast cancer called DCIS. In prostate cancer, the Oncotype DX Genomic Prostate Score® test predicts disease aggressiveness and further clarifies the current and future risk of the cancer prior to treatment intervention, and the Oncotype DX AR-V7 Nucleus Detect™ test helps determine which patients with metastatic castration-resistant prostate cancer (mCRPC) are resistant to androgen receptor (AR)-targeted therapies. The Oncotype DX AR-V7 Nucleus Detect test is performed by Epic Sciences at its centralized, CLIA-certified laboratory in San Diego and offered exclusively by Exact Sciences. With more than 1 million patients tested in more than 90 countries, the Oncotype DX tests have redefined personalized medicine by making genomics a critical part of cancer diagnosis and treatment. To learn more about Oncotype DX tests, visit [www.OncotypeIQ.com](http://www.OncotypeIQ.com), [www.MyBreastCancerTreatment.org](http://www.MyBreastCancerTreatment.org) or [www.MyProstateCancerTreatment.org](http://www.MyProstateCancerTreatment.org).

### **About Exact Sciences Corp.**

A leading provider of cancer screening and diagnostic tests, Exact Sciences relentlessly pursues smarter solutions providing the clarity to take life-changing action, earlier. Building on the success of Cologuard and Oncotype DX, Exact Sciences is investing in its product pipeline to take on some of the deadliest cancers and improve patient care. Exact Sciences unites visionary collaborators to help advance the fight against cancer. For more information, please visit the company's website at [www.exactsciences.com](http://www.exactsciences.com), follow Exact Sciences on Twitter @ExactSciences, or find Exact Sciences on Facebook.

### **Forward-Looking Statements**

This news release contains forward-looking statements concerning our expectations, anticipations, intentions, beliefs or strategies regarding the future. These forward-looking statements are based on assumptions that we have made as of the date hereof and are subject to known and unknown risks and uncertainties that could cause actual results, conditions and events to differ materially from those anticipated. Therefore, you should not place undue reliance on forward-looking statements. Examples of forward-looking statements include, among others, statements we make regarding expected future operating results; our strategies, positioning, resources, capabilities and expectations for future events or performance; and the anticipated benefits of our acquisitions, including estimated synergies and other financial impacts.

Important factors that could cause actual results, conditions and events to differ materially from those indicated in the forward-looking statements include, among others, the following: uncertainties associated with the coronavirus (COVID-19) pandemic, including its possible effects on our operations, including our supply chain and clinical studies, and the demand for our products and services; our ability to efficiently and flexibly manage our business amid uncertainties related to COVID-19; our ability to successfully and profitably market our products and services; the acceptance of our products and services by patients and healthcare providers; our ability to meet demand for our products and services; the willingness of health insurance companies and other payers to cover our products and services and adequately reimburse us for such products and services; the amount and nature of competition for our products and services; the effects of any judicial, executive or legislative action affecting us or the healthcare system; recommendations, guidelines and quality metrics issued by various organizations regarding cancer screening or our products and services; our ability to successfully develop new products and services and assess potential market opportunities; our ability to effectively enter into and utilize strategic partnerships, such as through our Promotion Agreement with Pfizer, Inc., and acquisitions; our success establishing and maintaining collaborative, licensing and supplier arrangements;

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our ability to maintain regulatory approvals and comply with applicable regulations; our ability to manage an international business and our expectations regarding our international expansion and opportunities; the potential effects of foreign currency exchange rate fluctuations and our efforts to hedge such effects; the possibility that the anticipated benefits from our business acquisitions (including the recent acquisitions of Thrive Earlier Detection and Base Genomics Limited) will not be realized in full or at all or may take longer to realize than expected; the possibility that costs or difficulties related to the integration of acquired businesses' operations will be greater than expected and the possibility that integration efforts will disrupt our business and strain management time and resources; the outcome of any litigation, government investigations, enforcement actions or other legal proceedings, including in connection with acquisitions; our ability to retain and hire key personnel including employees at businesses we acquire. The risks included above are not exhaustive. Other important risks and uncertainties are described in the Risk Factors sections of our most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q, and in our other reports filed with the Securities and Exchange Commission. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.