

<DOCUMENT>  
 <TYPE>DEF 14A  
 <SEQUENCE>1  
 <FILENAME>a2044456zdef14a.txt  
 <DESCRIPTION>SCHEDULE 14A  
 <TEXT>

<PAGE>

SCHEDULE 14A  
 (RULE 14A-101)  
 INFORMATION REQUIRED IN PROXY STATEMENT  
 SCHEDULE 14A INFORMATION  
 PROXY STATEMENT PURSUANT TO SECTION 14(A) OF  
 THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO.     )

<TABLE>

<S>	<C>	
		Filed by the Registrant /X/
		Filed by a Party other than the Registrant / /
Check the appropriate box:		
/ /		Preliminary Proxy Statement
/X/		Definitive Proxy Statement
/ /		Definitive Additional Materials
/ /		Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12
/ /		CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E) (2))

EXACT SCIENCES CORPORATION

-----  
 (Name of Registrant as Specified In Its Charter)  
 -----

-----  
 (Name of Person(s) Filing Proxy Statement, if other than the Registrant)  
 -----

</TABLE>

Payment of Filing Fee (Check the appropriate box):

<TABLE>

<S>	<C>	<C>	
/X/			No fee required.
/ /			Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.
	(1)		Title of each class of securities to which transaction applies: -----
	(2)		Aggregate number of securities to which transaction applies: -----
	(3)		Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): -----
	(4)		Proposed maximum aggregate value of transaction: -----
	(5)		Total fee paid:

/ /

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

&lt;/TABLE&gt;

&lt;PAGE&gt;

## EXACT SCIENCES CORPORATION

April 16, 2001

Dear Stockholder:

You are invited to attend the annual meeting of stockholders of EXACT Sciences Corporation to be held at 10:00 a.m., eastern standard time, on Wednesday, May 16, 2001 at the offices of Testa, Hurwitz & Thibault, LLP located at 125 High Street, Boston, MA.

Whether or not you plan to attend the annual meeting, we urge you to sign and return the enclosed proxy so that your shares will be represented at the annual meeting. If you so desire, you can withdraw your proxy and vote in person at the annual meeting.

Cordially,  
STANLEY N. LAPIDUS  
CHAIRMAN AND DIRECTOR

&lt;PAGE&gt;

EXACT SCIENCES CORPORATION  
63 GREAT ROAD  
MAYNARD, MA 01754  
(978) 897-2800

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO THE STOCKHOLDERS OF EXACT SCIENCES CORPORATION:

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of EXACT Sciences Corporation, a Delaware corporation, will be held on May 16, 2001, at 10 a.m., eastern standard time, at the offices of Testa, Hurwitz & Thibault, LLP located at 125 High Street, Boston, MA for the following purposes:

1. To elect three members of the board of directors to serve for three year terms as Class I directors, each such director to serve for such term or until his respective successor has been duly elected and qualified, or until his earlier death, resignation or removal.
2. To ratify the selection of the firm of Arthur Andersen LLP as auditors for

- (8) Includes 61,875 shares issuable to Mr. Shuber in connection with options that are currently exercisable.
- (9) Includes 108,541 shares issuable to Dr. Afeyan in connection with options that are currently exercisable.
- (10) Includes 250 shares held by Don M. Hardison, III. Also includes 10,000 shares issuable to Mr. Hardison in connection with options that are currently exercisable.

4

&lt;PAGE&gt;

- (11) Includes 10,000 shares issuable to Mr. Barker in connection with options that are currently exercisable.
- (12) Includes 10,000 shares issuable to Ms. Crawford in connection with options that are currently exercisable.
- (13) Includes shares pursuant to notes 3-12.

Our policy governing transactions in our securities by directors, officers and employees permits our officers, directors and certain other persons to enter into trading plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. We have been advised that our Vice President of Molecular Biology, Anthony P. Shuber, has entered into a trading plan in accordance with Rule 10b5-1 and our policy governing transactions in our securities. We anticipate that, as permitted by Rule 10b5-1 and our policy governing transactions in our securities, some or all of our officers, directors and employees may establish trading plans in the future. We intend to disclose the names of any officers and directors who establish a trading plan in compliance with Rule 10b5-1 and the requirements of our policy governing transactions in our securities in our future quarterly and annual reports on Form 10-Q and 10-K filed with the Securities and Exchange Commission. However, we undertake no obligation to update or revise the information provided herein, including for revision or termination of an established trading plan, other than in such quarterly and annual reports.

#### THE BOARD OF DIRECTORS AND ITS COMMITTEES

Our current board of directors met five times and took action by written consent four times during the fiscal year ended December 31, 2000. Each of the directors attended at least 75% of the aggregate of all meetings of the board of directors and all committees of the board of directors on which he or she then served held during fiscal 2000.

Our compensation committee was appointed in October 2000 and consists of Messrs. Barker, Grousbeck and Kania. The compensation committee is responsible for developing executive compensation policies and administers our 1995 stock option plan, 2000 stock option and incentive plan and 2000 employee stock purchase plan. The compensation committee did not meet during fiscal 2000 and acted by written consent once during fiscal 2000.

Our audit committee was appointed in October 2000 and consists of Ms. Crawford and Messrs. Kania and Willsey. The audit committee is responsible for reviewing the financial reports and other financial information provided by us to you or to the general public; reviewing the adequacy of our internal controls, reviewing/determining the independence of our independent auditor, and our process of compliance with laws and any codes of conduct adopted by us; and periodically reviewing our processes for producing financial data and