

EXACT SCIENCES CORP  
Form SC 13G/A  
February 10, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 13G**

OMB APPROVAL  
OMB Number:  
3235-0145

Expires:  
December 31, 2005  
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hours per response. . 11

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**EXACT SCIENCES CORPORATION**

(Name of Issuer)

**Common Stock, \$.01 par value**

(Title of Class of Securities)

**30063P105**

(CUSIP Number)

**December 31, 2003**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No.

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Stanley N. Lapidus
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
United States
  5. Sole Voting Power  
991,400 shares
  6. Shared Voting Power  
- 0 - shares
  7. Sole Dispositive Power  
991,400 shares
  8. Shared Dispositive Power  
- 0 - shares
  9. Aggregate Amount Beneficially Owned by Each Reporting Person  
991,400 shares
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
5.15%
  12. Type of Reporting Person (See Instructions)  
IN
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**Item 1.**

- (a) Name of Issuer  
EXACT Sciences Corporation
- (b) Address of Issuer's Principal Executive Offices  
100 Campus Drive  
Marlborough, MA 01752

**Item 2.**

- (a) Name of Person Filing  
Stanley N. Lapidus
- (b) Address of Principal Business Office or, if none, Residence  
c/o EXACT Sciences Corporation  
100 Campus Drive  
Marlborough, MA 01752
- (c) Citizenship  
United States
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
30063P105

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).  
Not applicable

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

Mr. Lapidus may be deemed to beneficially own 991,400 shares of Common Stock reported as outstanding as of December 31, 2003. This includes 34,823 shares of Common Stock beneficially owned by Joel Lapidus. Mr. Lapidus expressly disclaims beneficial ownership of the 34,823 shares of Common Stock which are beneficially owned by Joel Lapidus.

- (b) Percent of class:

5.15% (based on 19,249,252 shares of Common stock reported to be outstanding as of December 31, 2003, in the Issuer's Form 10-K filed on February 2, 2004, as adjusted

pursuant to Rule 13d-3(d)(1)).

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- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote
  - (ii) 991,400 shares  
Shared power to vote or to direct the vote
  - (iii) - 0 - shares  
Sole power to dispose or to direct the disposition of
  - (iv) 991,400 shares  
Shared power to dispose or to direct the disposition of
  - 0 - shares

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10. Certification**

Not applicable. This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

## Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 9, 2004

Date

/s/ Stanley N. Lapidus

Signature

Stanley N. Lapidus

Name/Title

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