

EXACT SCIENCES CORP
Form SC 13G/A
February 14, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 1)

Under the Securities Exchange Act of 1934

Exact Sciences Corporation

(Name of Issuer)

Common stock, par value \$0.01

(Title of Class of Securities)

30063P105

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the 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.

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).

CUSIP No.
30063P105

**Names of
Reporting
Persons**

**I.R.S.
Identification
Nos. of above
persons**
1. (entities only)

D. E. Shaw &
Co., L.P.

13-3695715

**Check the
Appropriate
Box if a**
**2. Member of a
Group (See
Instructions)**

(a)

(b)

SEC Use Only
3.

**Citizenship or
Place of
Organization**

4.

Delaware

Number of 5. Sole Voting Power

Shares

Beneficially

Owned by -0-

Each

Reporting

Person

With

Shared Voting Power

6.4,701,375

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.4,702,575

Aggregate Amount Beneficially Owned by Each Reporting Person

9. 4,702,575

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []

10.

Percent of Class Represented by Amount in Row (9)

11.4.3%

Type of Reporting Person (See Instructions)

12.

IA, PN

CUSIP No.
30063P105

**Names of
Reporting
Persons**

**I.R.S.
Identification**

**1. Nos. of above
persons
(entities only)**

David E. Shaw

**Check the
Appropriate
Box if a
2. Member of a
Group (See
Instructions)**

(a)

(b)

**SEC Use Only
3.**

**Citizenship or
Place of
Organization**

4.
United States

Number of 5. Sole Voting Power

Shares

Beneficially

Owned by -0-

Each

Reporting

**Person
With**

Shared Voting Power

6.4,701,375

Sole Dispositive Power

7.-0-

Shared Dispositive Power

8.4,702,575

Aggregate Amount Beneficially Owned by Each Reporting Person

9. 4,702,575

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []**

Percent of Class Represented by Amount in Row (9)

11.4.3%

12. **Type of Reporting Person (See Instructions)**

IN

Item 1.

(a) Name of Issuer

Exact Sciences Corporation

(b) Address of Issuer's Principal Executive Offices

441 Charmany Drive

Madison, WI 53719

Item 2.

(a) Name of Person Filing

D. E. Shaw & Co., L.P.

David E. Shaw

(b) Address of Principal Business Office or, if none, Residence

The business address for each reporting person is:

1166 Avenue of the Americas, 9th Floor

New York, NY 10036

(c) Citizenship

D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.

David E. Shaw is a citizen of the United States of America.

(d) Title of Class of Securities

Common stock, par value \$0.01

(e) CUSIP Number

30063P105

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is
a:

Not Applicable

Item 4. Ownership

As of December 31, 2016:

(a) Amount beneficially owned:

4,702,575 shares

D. E. Shaw & Co., L.P.: This is composed of (i) 2,319,282 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (ii) 40,400 shares that D. E. Shaw Valence Portfolios, L.L.C. has the right to acquire through the exercise of listed call options, (iii) 2,323,373 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., (iv) 604 shares in the name of D. E. Shaw Asymptote Portfolios, L.L.C., and (v) 18,916 shares under the management of D. E. Shaw Investment Management, L.L.C.

4,702,575 shares

David E. Shaw: This is composed of (i) 2,319,282 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (ii) 40,400 shares that D. E. Shaw Valence Portfolios, L.L.C. has the right to acquire through the exercise of listed call options, (iii) 2,323,373 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., (iv) 604 shares in the name of D. E. Shaw Asymptote Portfolios, L.L.C., and (v) 18,916 shares under the management of D. E. Shaw Investment Management, L.L.C.

(b) Percent of class:

D. E. Shaw & Co., L.P.: 4.3%

David E. Shaw: 4.3%

(c) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote:

D. E. Shaw & Co., L.P.: -0- shares

David E. Shaw: -0- shares

(ii) Shared power to vote or to direct the vote:

D. E. Shaw & Co., L.P.: 4,701,375 shares

David E. Shaw: 4,701,375 shares

(iii) Sole power to dispose or to direct the disposition of:

D. E. Shaw & Co., L.P.: -0- shares

David E. Shaw: -0- shares

(iv) Shared power to dispose or to direct the disposition of:

D. E. Shaw & Co., L.P.: 4,702,575 shares

David E. Shaw: 4,702,575 shares

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of D. E. Shaw & Co., L.P., which in turn is the manager and investment adviser of D. E. Shaw Valence Portfolios, L.L.C., the investment adviser of D. E. Shaw Oculus Portfolios, L.L.C., and the managing member of (i) D. E. Shaw Investment Management, L.L.C. and (ii) D. E. Shaw Adviser, L.L.C., which in turn is the investment adviser of D. E. Shaw Asymptote Portfolios, L.L.C., and by virtue of David E. Shaw's position as President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of D. E. Shaw & Co., L.L.C., which in turn is the manager of D. E. Shaw Oculus Portfolios, L.L.C. and the managing member of D. E. Shaw Manager, L.L.C., which in turn is the manager of D. E. Shaw Asymptote Portfolios, L.L.C., David E. Shaw may be deemed to have the shared power to vote or direct the vote of 4,701,375 shares, and the shared power to dispose or direct the disposition of 4,702,575 shares, the 4,702,575 shares as described above constituting 4.3% of the outstanding shares and, therefore, David E. Shaw may be deemed to be the beneficial owner of such shares. David E. Shaw disclaims beneficial ownership of such 4,702,575 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 5 percent of the class of securities, check the following x.

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

By signing below, each of D. E. Shaw & Co., L.P. and David E. Shaw certify that, to the best of such reporting person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. A Power of Attorney, dated January 1, 2017, granted by David E. Shaw in favor of Nathan Thomas, is attached hereto.

Dated: February 14, 2017

D. E. Shaw & Co., L.P.

By: /s/ Nathan Thomas
Nathan Thomas
Chief Compliance Officer

David E. Shaw

By: /s/ Nathan Thomas
Nathan Thomas
Attorney-in-Fact for David E. Shaw