

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940  
Release no. 33267 / October 11, 2018

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In the Matter of

EXACT SCIENCES CORPORATION  
441 Charmany Drive  
Madison, Wisconsin 53719  
  
(812-14875)

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ORDER UNDER SECTION 3(b)(2) OF THE INVESTMENT COMPANY ACT OF 1940

Exact Sciences Corporation filed an application on January 30, 2018 and amendments on June 1, 2018, July 6, 2018 and August 24, 2018 requesting an order under section 3(b)(2) of the Investment Company Act of 1940 (“Act”) declaring that Exact Sciences Corporation is primarily engaged in a business other than that of investing, reinvesting, owning, holding, or trading in securities, and therefore is not an investment company within the meaning of the Act.

On September 14, 2018, a notice of the filing of the application was issued (Investment Company Act Release No. 33228). The notice gave interested persons an opportunity to request a hearing and stated that an order granting the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information stated in the application, that Exact Sciences Corporation is primarily engaged in a business other than that of investing, reinvesting, owning, holding, or trading securities.

Accordingly,

IT IS ORDERED, under section 3(b)(2) of the Act, that the declaration requested by Exact Sciences Corporation is granted, effective immediately.

For the Commission, by the Division of Investment Management, under delegated authority.