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EXACT SCIENCES CORP
Form SC 13G/A
February 10, 2003

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A*
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)

Exact Sciences Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

30063P105
(CUSIP Number)

July 24, 2002
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G is filed:

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

(Page 1 of 10 Pages)

*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 purposes 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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(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE
PERSONS (ENTITIES ONLY)

DCF Partners, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

- (a)
(b)

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER -0-
SHARES
BENEFICIALLY (6) SHARED VOTING POWER 335,000
OWNED BY
EACH (7) SOLE DISPOSITIVE POWER -0-
REPORTING
PERSON WITH (8) SHARED DISPOSITIVE POWER 335,000

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

335,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.8%

(12) TYPE OF REPORTING PERSON **

PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
DCF Advisers, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]

(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER

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-0-

SHARES _____

BENEFICIALLY (6) SHARED VOTING POWER 335,000
 OWNED BY _____

EACH (7) SOLE DISPOSITIVE POWER -0-
 REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER 335,000

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 335,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT
 IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 1.8%

(12) TYPE OF REPORTING PERSON **
 OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSONS (ENTITIES ONLY)
 DCF Capital, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
 (a) [X]
 (b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF (5) SOLE VOTING POWER -0-
 SHARES _____

BENEFICIALLY (6) SHARED VOTING POWER 95,000
 OWNED BY _____

EACH (7) SOLE DISPOSITIVE POWER

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-0-

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER 95,000

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 95,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.5%

(12) TYPE OF REPORTING PERSON ** IA

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(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Douglas C. Floren

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF (5) SOLE VOTING POWER 179,000 SHARES

BENEFICIALLY (6) SHARED VOTING POWER 430,000 OWNED BY

EACH (7) SOLE DISPOSITIVE POWER 179,000 REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER 430,000

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 609,000

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(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES ** []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 3.2%

(12) TYPE OF REPORTING PERSON **
IN

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Item 1(a). Name of Issuer:

The name of the issuer is Exact Sciences Corporation (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at 63 Great Road, Maynard, Massachusetts 01754.

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) DCF Partners, L.P., a limited partnership organized under the laws of the State of Delaware ("DCF Partners"), with respect to the shares of Common Stock directly beneficially owned by it;
- (ii) DCF Advisers, L.L.C., a limited liability company organized under the laws of the State of Delaware ("DCF Advisers"), with respect to the shares of Common Stock directly beneficially owned by DCF Partners;
- (iii) DCF Capital, L.L.C., a limited liability company organized under the laws of the State of Delaware ("DCF Capital"), which serves as investment manager to The DCF Life Sciences Fund Limited ("DCF Life Sciences"), a company organized under the laws of Bermuda, and to a separate managed account (The "Managed Account"); and
- (iv) Mr. Douglas C. Floren ("Mr. Floren") with respect to the shares of Common Stock directly beneficially owned by each of DCF Partners, DCF Life Sciences, the Managed Account and Mr. Floren. The number of shares of Common Stock beneficially owned by Mr. Floren reflects shares held by certain family members and in certain trusts for the benefit of family members of Mr. Floren. Mr. Floren serves as the trustee of such trusts, and as such may be deemed the beneficial owner of the shares of Common Stock held by such trusts. Mr. Floren has voting and dispositive power over all shares of Common Stock held by such family members and trusts.

The foregoing persons are hereinafter collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party. The filing of this Schedule 13G shall not be construed as an admission by any of the Reporting Persons, individually or collectively, that any such person is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this Schedule 13G.

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Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of each of the Reporting Persons is 20 Dayton Avenue, Greenwich, Connecticut 06830.

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Item 2(c). Citizenship:

DCF Partners is a limited partnership organized under the laws of the State of Delaware. Each of DCF Advisers and DCF Capital is a limited liability company organized under the laws of the State of Delaware. Mr. Floren is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 (the "Common Stock").

Item 2(e). CUSIP Number:

30063P105

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

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

A. DCF Partners, L.P.

(a) Amount beneficially owned: 335,000

(b) Percent of class: 1.8% The percentages used in this Schedule 13G

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are calculated based upon 19,048,067 shares of Common Stock issued and

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outstanding as of November 13, 2002, as reported in the Company's Form 10-Q for the period ending September 30, 2002.

- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 335,000
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 335,000

B. DCF Advisers, L.L.C.

- (a) Amount beneficially owned: 335,000
- (b) Percent of class: 1.8%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 335,000
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 335,000

C. DCF Capital, L.L.C.

- (a) Amount beneficially owned: 95,000
- (b) Percent of class: 0.5%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 95,000
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 95,000

D. Mr. Douglas C. Floren

- (a) Amount beneficially owned: 609,000
- (b) Percent of class: 3.2%
- (c) (i) Sole power to vote or direct the vote: 179,000
- (ii) Shared power to vote or direct the vote: 430,000
- (iii) Sole power to dispose or direct the disposition: 179,000
- (iv) Shared power to dispose or direct the disposition: 430,000

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 [X].

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

DCF Advisers, the general partner of DCF Partners, has the power to direct the affairs of DCF Partners, including decisions respecting the receipt of dividends from and the proceeds from the sale of Common Stock. Each of the clients of DCF Capital, including DCF Life Sciences and the Managed Account, has the power to direct the receipt of dividends from and the proceeds from the sale of Common Stock. Mr. Floren is the Managing Member of DCF Advisers and DCF Capital, and in that capacity directs their operations.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

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

Please see item 2(a).

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my 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 that purpose or effect.

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SIGNATURES

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

DATED: February 10, 2003

/s/ Douglas C. Floren
Douglas C. Floren, individually, and as
managing member of
DCF Advisers, L.L.C.,
general partner of
DCF Partners, L.P.,
and as managing member of
DCF Capital, L.L.C.