UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 25, 2018

MYRIAD GENETICS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**0-26642**	**87-0494517**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

320 Wakara Way
Salt Lake City, Utah 84108
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (801) 584-3600

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

ITEM 1.01 Entry into a Material Definitive Agreement.

On May 25, 2018, Myriad Genetics, Inc. ("Myriad") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Cinnamon Merger Sub, Inc., a wholly owned subsidiary of the Myriad ("Merger Subsidiary"), Counsyl, Inc. ("Counsyl"), and Fortis Advisors LLC, as the representative of the securityholders of Counsyl.

The Merger Agreement provides that Myriad will pay an aggregate purchase price to the securityholders of Counsyl of $375 million (the "Purchase Price"), subject to adjustment for Counsyl's working capital and indebtedness and other amounts to be determined in accordance with the Merger Agreement (as adjusted, the "Merger Consideration"), payable in cash and Myriad's common stock. Subject to the terms and conditions set forth in the Merger Agreement, employees holding restricted stock units and "in-the-money" stock options and stockholders of Counsyl, in each case, who are "accredited investors," as such term is defined in Rule 501(a) of Regulation D, will be entitled to elect to receive up to 25 percent of the Purchase Price in Myriad common stock based on the trailing 30 day average share price (the "Election").

The acquisition is structured as a reverse triangular merger transaction in which the Merger Subsidiary will merge with and into Counsyl, with Counsyl surviving the merger as the surviving corporation and a wholly owned subsidiary of Myriad (the "Merger").

Subject to the Election, all shares of capital stock of Counsyl outstanding at the closing of the Merger (the "Closing"), together with all "in-the-money" stock options held by nonemployees, restricted stock units held by nonemployees, and warrants, will be cancelled and converted into a right to receive a cash portion of the Merger Consideration. Out-of-the-money stock options will be cancelled. Upon the Closing, $5 million will be deposited into an escrow account to fund any post-closing adjustments to the Merger Consideration payable to Myriad based upon differences between (a) the estimated working capital and the actual working capital of Counsyl at Closing, (b) the estimated indebtedness and the actual indebtedness of Counsyl at Closing, (c) the estimated cash and the actual cash of Counsyl at Closing, (d) the estimated transaction expense and the actual transaction expenses of Counsyl at Closing.

Securityholders of Counsyl will be asked to sign and return letters of transmittal, pursuant to which, among other things, they will agree to make certain representations and warranties set forth in the letters of transmittal, provide releases of claims and appoint a securityholders' agent.

The Merger Agreement provides for customary representations, warranties and covenants by Myriad and Counsyl. Under the terms of the Merger Agreement, Myriad will secure a representation and warranty insurance policy, which will, except in the case of fraud, serve as Myriad's sole source of recourse for breaches of representation, warranties, and covenants.

The Merger Agreement contains certain termination rights for Myriad and Counsyl, including the right by either party to terminate the Merger Agreement if the Merger has not occurred within three months of the signing of the Merger Agreement, subject to a right to 45-day extension if certain antitrust related conditions remain unfulfilled. The Closing is expected to occur during the first quarter of Myriad's fiscal year 2019, and is subject to customary closing conditions and regulatory approval including, among others, antitrust clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. Myriad intends to fund the transaction through cash on hand and debt. The acquisition is not subject to a financing contingency. The Merger Agreement was approved by the Board of Directors of both Myriad and Counsyl, and is conditioned on receiving the requisite stockholder approval of the Counsyl stockholders.

ITEM 7.01 Regulation FD Disclosure.

On May 28, 2018, Myriad issued a press release announcing the execution of the Merger Agreement. On its conference call announcing the acquisition Myriad also delivered a slide presentation. A copy of the press release and slide presentation are furnished as Exhibit 99.1 and Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein by reference. The press release and slide presentation will also be available under the "Investors –Events & Presentations" section of Myriad's website at www.myriad.com.

Cautionary Statement Regarding Forward-Looking Statements

Exhibits 99.1 and 99.2 to this Current Report on Form 8-K include "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect current views about future events. Investors should not rely on forward-looking statements because actual results may differ materially from those predicted as a result of a number of potential risks and uncertainties. Potential risks and uncertainties regarding the Merger include, among others, the possibility that the transaction will not close or that the Closing may be delayed, the anticipated synergies of the combined companies may not be achieved after Closing, the combined operations may not be successfully integrated in a timely manner, if at all, and the possibility that Counsyl stockholders and holders of options and restricted stock units will elect to receive less than 25% of the merger consideration in the form of shares of Myriad common stock. Other risks that could cause actual results to differ materially from forward-looking statements in this press release include, but are not limited to: These potential risks and uncertainties include, but are not limited to: the risk that sales and profit margins of our existing molecular diagnostic tests and pharmaceutical and clinical services may decline or will not continue to increase at historical rates; risks related to our ability to transition from our existing product portfolio to our new tests; risks related to changes in the governmental or private insurers' reimbursement levels for our tests or our ability to obtain reimbursement for our new tests at comparable levels to our existing tests; risks related to increased competition and the development of new competing tests and services; the risk that we may be unable to develop or achieve commercial success for additional molecular diagnostic tests and pharmaceutical and clinical services in a timely manner, or at all; the risk that we may not successfully develop new markets for our molecular diagnostic tests and pharmaceutical and clinical services, including our ability to successfully generate revenue outside the United States; the risk that licenses to the technology underlying our molecular diagnostic tests and pharmaceutical and clinical services tests and any future tests are terminated or cannot be maintained on satisfactory terms; risks related to delays or other problems with operating our laboratory testing facilities; risks related to public concern over our genetic testing in general or our tests in particular; risks related to regulatory requirements or enforcement in the United States and foreign countries and changes in the structure of the healthcare system or healthcare payment systems; risks related to our ability to obtain new corporate collaborations or licenses and acquire new technologies or businesses on satisfactory terms, if at all; risks related to our ability to successfully integrate and derive benefits from any technologies or businesses that we license or acquire, including but not limited to our acquisition of Assurex, Sividon and the Clinic and the pending acquisition of Counsyl; risks related to our projections about the potential market opportunity for our products; the risk that we or our licensors may be unable to protect or that third parties will infringe the proprietary technologies underlying our tests; the risk of patent-infringement claims or challenges to the validity of our patents; risks related to changes in intellectual property laws covering our molecular diagnostic tests and pharmaceutical and clinical services and patents or enforcement in the United States and foreign countries, such as the Supreme Court decision in the lawsuit brought against us by the Association for Molecular Pathology et al; risks of new, changing and competitive technologies and regulations in the United States and internationally; the risk that we may be unable to comply with financial operating covenants under our credit or lending agreements; the risk that we will be unable to pay, when due, amounts due under our credit or lending agreements; and other factors discussed under the

heading “Risk Factors” contained in Item 1A of our Annual report on Form 10-K for the fiscal year ended June 30, 2017, which has been filed with the Securities and Exchange Commission, as well as any updates to those risk factors filed from time to time in our Quarterly Reports on Form 10-Q or Current Reports on Form 8-K.

ITEM 9.01 Financial Statements and Exhibits.

(d)

Exhibit Number	Description
99.1	Press Release issued by Myriad on May 28, 2018.
99.2	Investor slide presentation dated May 29, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MYRIAD GENETICS, INC.

Date: May 29, 2018

By: /s/ R. Bryan Riggsbee
R. Bryan Riggsbee
Executive Vice President, Chief Financial Officer

Exhibit 99.1

News Release

Media Contact: Ron Rogers
(801) 584-3065
rrogers@myriad.com

Investor Contact: Scott Gleason
(801) 584-1143
sgleason@myriad.com

Myriad Genetics Signs Definitive Agreement to Acquire Counsyl, Inc.

Creates Premier Women's Health Business Unit in High Growth Genetic Testing Market

SALT LAKE CITY, May 28, 2018 – Myriad Genetics, Inc. (NASDAQ: MYGN), a leader in molecular diagnostics and personalized medicine, today announced that it has signed a definitive agreement to acquire Counsyl, a pioneer in expanded carrier screening and non-invasive prenatal screening for $375 million through a combination of cash and Myriad common stock. Counsyl has experienced rapid growth since being founded in 2007, and in the last twelve months alone has generated more than $134 million in revenue and performed over 280,000 reproductive genetic tests.

On completion of the transaction, which is expected to close in Myriad's fiscal first-quarter 2019, Counsyl will become a wholly owned subsidiary of Myriad. A discussion on the details and strategy underlying this acquisition will be provided on a conference call tomorrow, May 29, at 7:30 a.m. EDT.

"By offering Counsyl's best-in-class reproductive testing products in conjunction with Myriad's leading hereditary cancer tests, we are well positioned to be the premier women's health genetic testing company," said Mark C. Capone, president and CEO of Myriad Genetics. "The Counsyl management team has a remarkable track record of success, and combining our commercial capabilities will lead to a three-fold increase in physician reach for Counsyl's reproductive tests."

"We are excited to be joining the global leader in personalized medicine to create the largest women's health genetic testing company in the world," said Ramji Srinivasan, CEO of Counsyl. "As our physicians increasingly look for a single source of genetic testing, we can leverage our collective strengths to provide the highest quality genetic tests with a seamless customer experience."

Benefits of the Transaction

- **Entry Into High-Growth Reproductive Testing Market:** Myriad estimates that approximately 900,000 carrier screening tests and approximately 1.3 million non-invasive prenatal screening tests will be performed in the United States during its fiscal year 2018. The company believes

these markets will grow at a double-digit rate with approximately 3.5 million total reproductive genetic tests performed in the United States in fiscal year 2023, representing a market of more than $1.5 billion.

- **Comprehensive Women's Health Product Offering:** Counsyl is the market leader in expanded carrier screening with its Foresight™ test which covers more than 175 clinically actionable conditions with high accuracy across ethnicities (>99.99% for most genes on the panel). In the non-invasive prenatal screening market, Counsyl has been rapidly gaining market share with its Prelude™ test which has the lowest inconclusive rate of any product on the market. Offering these tests in conjunction with Myriad's leading hereditary cancer test provides a single source of genetic tests for the 40,000 physicians in the women's health market.

- **Broad Reimbursement Coverage with Potential for Further Expansion:** Counsyl reproductive genetic tests are broadly covered by commercial insurance in the United States with the potential for expanding reimbursement for both Foresight and Prelude. In the expanded carrier screening market, the American College of Obstetricians and Gynecologists recently broadened their professional guidelines and a new category one current procedural terminology (CPT) code was established for a more comprehensive panel of genes. Additionally, in the non-invasive prenatal screening market, reimbursement could benefit from expanded commercial coverage for average-risk women, expanded Medicaid coverage and reimbursement for microdeletions.

- **Potential for Revenue Synergies by Tripling Reproductive Testing Reach:** Currently, Myriad has a women's health sales force of approximately 225 sales representatives and Counsyl has approximately 80 sales professionals. The combined team will represent the largest women's health sales force in molecular diagnostics and will provide a three-fold increase in physician reach for reproductive testing.

- **Potential for Cost Synergies and to Expanded Capabilities throughout the Enterprise:** The integration of the two companies will provide opportunities to drive efficiencies and leverage the unique capabilities within each company. For example, Counsyl has developed innovative patient-centric software tools and electronic medical record integration that can be leveraged across the entire portfolio of Myriad products.

Financing

Myriad intends to fund the transaction through cash on hand, an existing revolving credit facility and the issuance of common stock. The transaction was valued at $375 million in cash with shareholders having the right to receive up to 25 percent of that consideration in Myriad common stock based on a trailing 30 day average share price. The number of shares delivered to former Counsyl shareholders will not exceed 3 million shares. At the end of the fiscal third quarter, Myriad had cash and cash equivalents of $209 million and $231 million in availability on its revolving credit facility. The transaction is expected to close in the fiscal first-quarter 2019 and is subject to customary closing conditions and regulatory approvals.

Advisors

Lazard is acting as the exclusive financial advisor to Myriad Genetics and Mintz Levin Cohn Ferris Glovsky and Popeo PC is serving as legal counsel. Piper Jaffray is acting as the exclusive financial advisor to Counsyl and Cooley LLP is serving as legal counsel.

Conference Call and Webcast

A conference call will be held tomorrow, May 29, 2018 at 7:30 a.m. EDT to discuss Myriad's acquisition of Counsyl. The dial-in number for domestic callers is 1-800-407-3269. International callers may dial 1-303-223-4382. All callers will be asked to reference reservation number 21890575. An archived replay of the call will be available for seven days by dialing 1-800-633-8284 and entering the reservation number above. The conference call along with a slide presentation will also will be available through a live webcast at www.myriad.com.

About Myriad Genetics

Myriad Genetics Inc., is a leading personalized medicine company dedicated to being a trusted advisor transforming patient lives worldwide with pioneering molecular diagnostics. Myriad discovers and commercializes molecular diagnostic tests that: determine the risk of developing disease, accurately diagnose disease, assess the risk of disease progression, and guide treatment decisions across six major medical specialties where molecular diagnostics can significantly improve patient care and lower healthcare costs. Myriad is focused on five strategic imperatives: building upon a solid hereditary cancer foundation, growing new product volume, expanding reimbursement coverage for new products, increasing RNA kit revenue internationally and improving profitability with Elevate 2020. For more information on how Myriad is making a difference, please visit the Company's website: www.myriad.com.

Myriad, the Myriad logo, BART, BRAC*Analysis*, Colaris, Colaris AP, myPath, myRisk, Myriad myRisk, myRisk Hereditary Cancer, myChoice, myPlan, BRACAnalysis CDx, Tumor BRACAnalysis CDx, myChoice HRD, EndoPredict, Vectra, GeneSight, riskScore and Prolaris are trademarks or registered trademarks of Myriad Genetics, Inc. or its wholly owned subsidiaries in the United States and foreign countries. MYGN-F, MYGN-G.

About Counsyl, Inc.

Counsyl provides actionable information that guides women and their families in making critical and timely health decisions. Counsyl operates a high-complexity clinical laboratory that offers the Foresight™ Carrier Screen, Prelude™ Prenatal Screen and Reliant™ Cancer Screen, as well as supporting services through Counsyl Complete™, a proprietary suite of solutions, designed to seamlessly integrate Counsyl screening into clinic workflows and patients' lives. Our custom-designed clinical laboratory provides highly reliable results, fast test processing speeds and rapid scalability, all at low capital and operating costs. Since 2007, we've worked with tens of thousands of providers to deliver over one million patient results. For more information, visit www.counsyl.com.

Safe Harbor Statement

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including statements relating to the Company acquiring Counsyl; the transaction closing in Myriad's fiscal first-quarter 2019 and Counsyl becoming a wholly owned subsidiary of the Company; the Company being well positioned to be the premier women's health genetic testing company; the combination of the Company's and Counsyl's commercial capabilities leading to a three-fold increase in physician reach for Counsyl's reproductive tests; creating the largest women's health genetic testing company in the world; estimations that approximately 900,000 carrier screening tests and approximately 1.3 million non-invasive prenatal screening tests will be performed in the United States during the Company's fiscal year 2018; the Company's belief that the carrier screening and non-invasive prenatal screening markets will grow at a double-digit rate with approximately 3.5 million total reproductive genetic tests performed in the United States in the Company's fiscal year 2023, representing a market of more than $1.5 billion; the potential for expanding reimbursement for both Foresight and Prelude; reimbursement in the non-invasive prenatal screening market potentially benefiting from expanded commercial coverage for average-risk women, expanded Medicaid coverage and reimbursement for microdeletions; the potential for revenue synergies by tripling women's health sales force; the combined women's health sales team representing the largest women's health sales force in molecular diagnostics and providing a three-fold increase in physician reach for reproductive testing; the integration of the two companies providing opportunities to drive efficiencies and leverage the unique capabilities within

each company; the leveraging of Counsyl's innovative patient-centric software tools and electronic medical record integration across the entire portfolio of Company products; the Company's intent to fund the transaction through cash on hand, an existing revolving credit facility and the issuance of common stock; the number of shares delivered to former Counsyl shareholders not exceeding 3 million shares; and the Company's strategic directives under the caption "About Myriad Genetics." These "forward-looking statements" are based on management's current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those described or implied in the forward-looking statements. These risks include, but are not limited to: the risk that sales and profit margins of our existing molecular diagnostic tests and pharmaceutical and clinical services may decline or will not continue to increase at historical rates; risks related to our ability to transition from our existing product portfolio to our new tests; risks related to changes in the governmental or private insurers' reimbursement levels for our tests or our ability to obtain reimbursement for our new tests at comparable levels to our existing tests; risks related to increased competition and the development of new competing tests and services; the risk that we may be unable to develop or achieve commercial success for additional molecular diagnostic tests and pharmaceutical and clinical services in a timely manner, or at all; the risk that we may not successfully develop new markets for our molecular diagnostic tests and pharmaceutical and clinical services, including our ability to successfully generate revenue outside the United States; the risk that licenses to the technology underlying our molecular diagnostic tests and pharmaceutical and clinical services tests and any future tests are terminated or cannot be maintained on satisfactory terms; risks related to delays or other problems with operating our laboratory testing facilities; risks related to public concern over our genetic testing in general or our tests in particular; risks related to regulatory requirements or enforcement in the United States and foreign countries and changes in the structure of the healthcare system or healthcare payment systems; risks related to our ability to obtain new corporate collaborations or licenses and acquire new technologies or businesses on satisfactory terms, if at all; risks related to our ability to successfully integrate and derive benefits from any technologies or businesses that we license or acquire, including but not limited to our acquisition of Assurex, Sividon and the Clinic; risks related to our projections about the potential market opportunity for our products; the risk that we or our licensors may be unable to protect or that third parties will infringe the proprietary technologies underlying our tests; the risk of patent-infringement claims or challenges to the validity of our patents; risks related to changes in intellectual property laws covering our molecular diagnostic tests and pharmaceutical and clinical services and patents or enforcement in the United States and foreign countries, such as the Supreme Court decision in the lawsuit brought against us by the Association for Molecular Pathology et al; risks of new, changing and competitive technologies and regulations in the United States and internationally; the risk that we may be unable to comply with financial operating covenants under our credit or

lending agreements; the risk that we will be unable to pay, when due, amounts due under our credit or lending agreements; and other factors discussed under the heading “Risk Factors” contained in Item 1A of our Annual report on Form 10-K for the fiscal year ended June 30, 2017, which has been filed with the Securities and Exchange Commission, as well as any updates to those risk factors filed from time to time in our Quarterly Reports on Form 10-Q or Current Reports on Form 8-K.

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Exhibit 99.2

Myriad Genetics Acquisition of Counsyl, Inc.

05/29/2018

Forward Looking Statements

Some of the information presented here today may contain projections or other forward-looking statements regarding future events or the future financial performance of the Company. These statements are based on management's current expectations and the actual events or results may differ materially and adversely from these expectations. We refer you to the documents the Company files from time to time with the Securities and Exchange Commission, specifically, the Company's annual reports on Form 10-K, its quarterly reports on Form 10-Q, and its current reports on Form 8-K. These documents identify important risk factors that could cause the actual results to differ materially from those contained in the Company's projections or forward-looking statements.

Myriad Genetics Acquisition of Counsyl, Inc.

Counsyl

- Global leader in reproductive testing market
- Core products are Foresight™ expanded carrier screening test and Prelude™ non-invasive pre-natal screening test
- Calls on OBGYNs, reproductive endocrinologists, and maternal fetal medicine specialists
- Testing services provided from Counsyl's CLIA laboratory in South San Francisco, CA

Strategic Rationale

- Entry into high-growth reproductive testing market
- Comprehensive women's health product offering
- Broad reimbursement coverage with potential for further expansion
- Potential for revenue synergies by tripling reproductive testing reach
- Potential for cost synergies throughout the enterprise

Consideration For Counsyl Shareholders

- Acquiring Counsyl for $375M consisting of cash and MYGN common stock
- Funding deal using cash on hand and existing revolving credit facility
- Expected to close in 1Q19

Myriad Financial Considerations

- Trailing twelve month revenue of $134M
- Will be neutral to adjusted EPS in FY19; >$0.20 accretive in FY20
- Counsyl will be incorporated into FY19 financial guidance provided on 4Q18 earnings call
- Expect attractive ROIC profile creating significant shareholder value

Strategic Rationale

- **Entry into high-growth reproductive testing market**
- Comprehensive women's health product offering
- Broad reimbursement with potential for future expansion
- Potential for revenue synergies by tripling reproductive testing reach
- Potential for cost synergies and expanded capabilities throughout the enterprise

Counsyl's Portfolio of Women's Health Products

Allows Entry Into High-Growth Reproductive Testing Market

Counsyl Foresight

Expanded Carrier Screening

Clinical decision support for identifying inheritable disorders

Counsyl Prelude

Non-Invasive Prenatal Screening

Clinical decision support for chromosome conditions

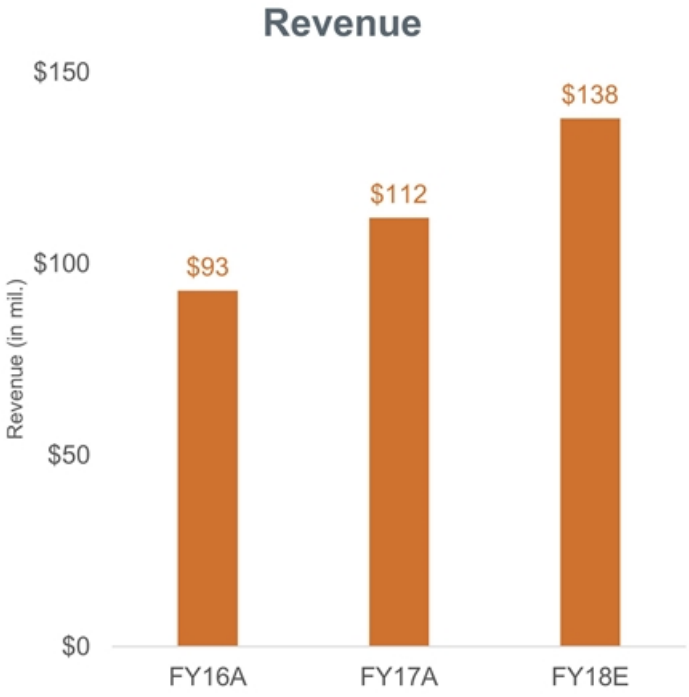
Counsyl Reliant

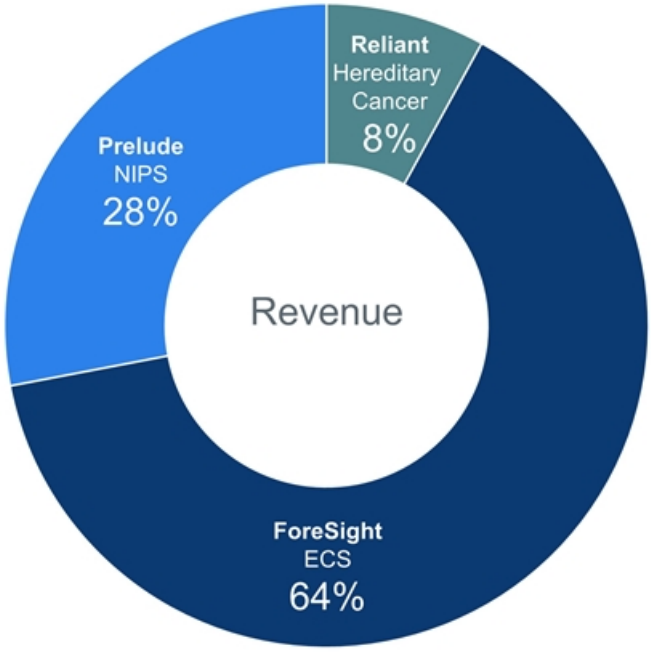
Hereditary Cancer Testing

Clinical decision support for up to nine cancers

Snapshot of Counsyl

Rapidly Growing Diagnostic Business in Women's Health Market

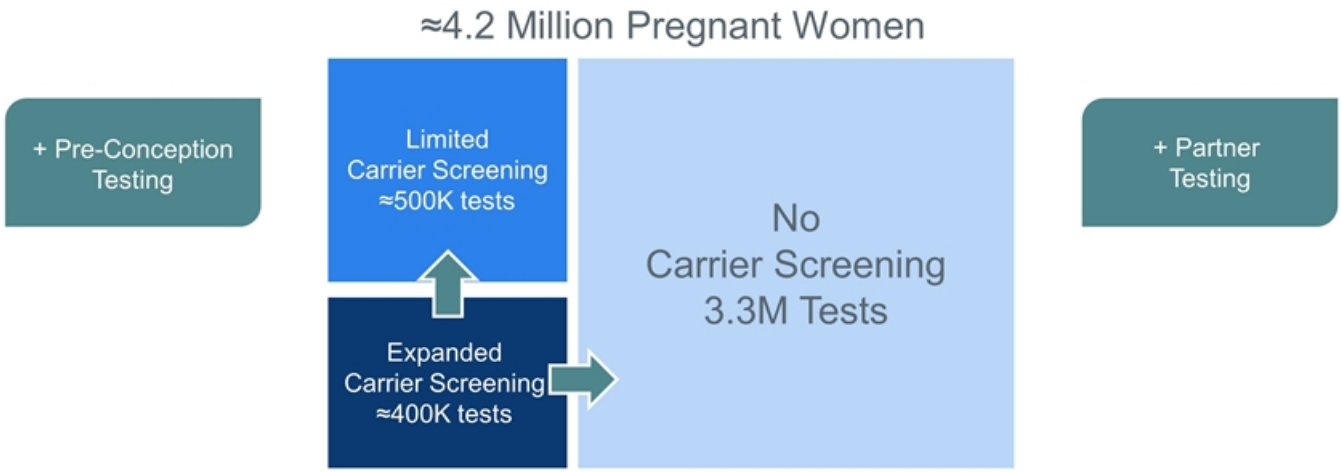




Expanded Carrier Screening Market Opportunity

Multiple Opportunities for Growth

Large, Expanding Market For ECS



Conversion
From CF only or limited screens

Adoption
By physicians and medical societies

Positive
ACOG recognition of expanded carrier screening

NIPS Market Expansion

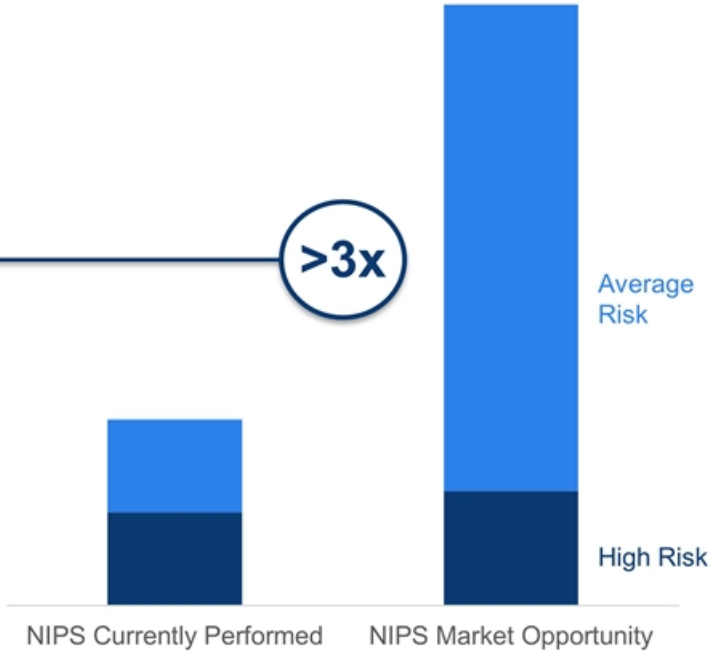
Advancing Towards Standard of Care for All Women

≈4.2M Pregnancies in the U.S. Annually

Market Growth Drivers

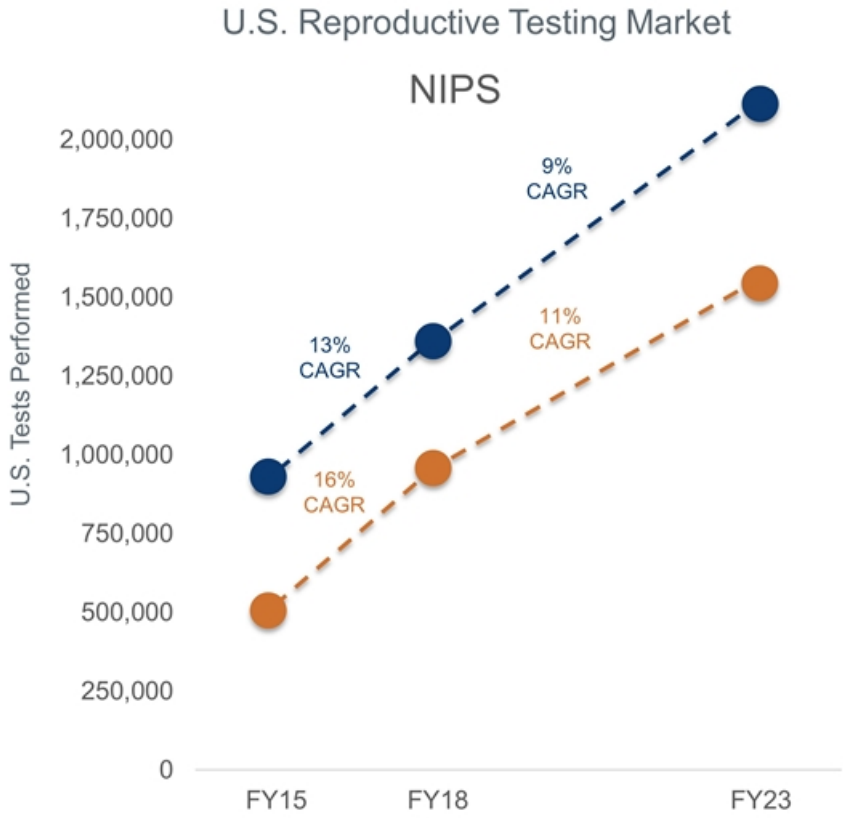
Emerging Adoption
in average-risk population as commercial payer coverage increases

Continued Expansion
in high-risk populations



Rapid Growth Expected in Reproductive Testing Market

60% Increase in U.S. Test Volume Over Next Five Years



Reproductive health market grows at low double-digit rate to **3.5M tests** by FY23

Source: Counsyl, Public filings for SQNM, NTRA, and ILMN

Strategic Rationale

- Entry into high-growth reproductive testing market
- **Comprehensive women's health product offering**
- Broad reimbursement with potential for future expansion
- Potential for revenue synergies by tripling reproductive testing reach
- Potential for cost synergies and expanded capabilities throughout the enterprise

Strong Strategic Fit Within 4in6 Strategy

Announcing Formation of Women's Health Business Unit

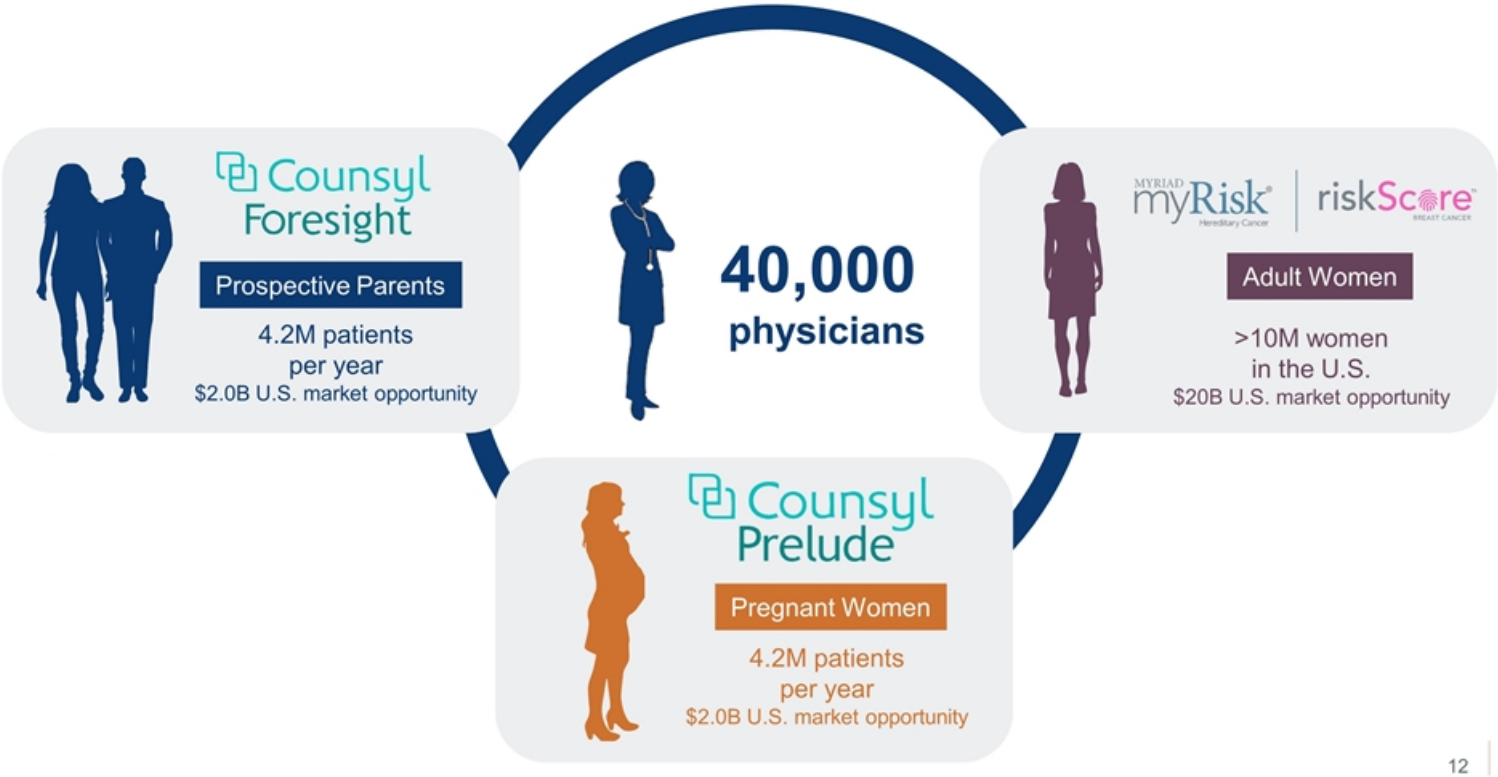
	Risk?	Diagnosis?	Prognosis?	Therapy?
myriad. WOMEN'S HEALTH	myRisk Hereditary Cancer, riskScore	Counsyl Foresight, Counsyl Prelude		genesight
myriad. ONCOLOGY	myRisk Hereditary Cancer		EndoPredict	myChoice HRD
myriad. UROLOGY	myRisk Hereditary Cancer		Prolaris	
myriad. DERMATOLOGY		myPath Melanoma		
myriad. NEUROSCIENCE		myPath BIPOLAR *		genesight
myriad. AUTOIMMUNE			VectraDA disease activity test	

* Future potential product

Comprehensive Women's Health Product Offering

Best-in-Class Suite of Products Addressing >$5.0B U.S. Market

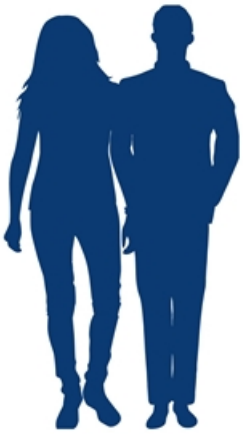
myriad® WOMEN'S HEALTH



Market Leading Expanded Carrier Screening Product

High-Growth Opportunity in $2.0B U.S. Market

Counsyl Foresight



Expanded Carrier Screening (ECS):
Testing for over 175 recessive genetic disorders in prospective parents to assess risk in future children

- Counsyl is the market leader with ≈20% market share
- Traditionally patients have been screened for cystic fibrosis, spinal muscular atrophy and fragile X but rapid growth is occurring in ECS
- ACOG updated guidelines in CY17 supporting ECS
- Highest detection rate of any test currently on the market

Rapidly Gaining Market Share in NIPS Market

High-Growth Opportunity in $2.0B U.S. Market

Counsyl Prelude

Non-Invasive Prenatal Screening:
Testing for trisomies, sex chromosome disorders and microdeletions in a developing fetus using maternal blood

- Prelude growth has significantly exceeded the market growth rate and currently has 8% market share
- Replaces serum-based markers and nuchal translucency with more accurate screening test
- ACOG professional guidelines could expand to provide greater access for average risk women
- Lowest cancellation rate of any test on the market

Strategic Rationale

- Entry into high-growth reproductive testing market
- Comprehensive women's health product offering
- **Broad reimbursement with potential for future expansion**
- Potential for revenue synergies by tripling reproductive testing reach
- Potential for cost synergies and expanded capabilities throughout the enterprise

Guideline Support For ECS and NIPS Increasing

Driving Expanded Reimbursement Coverage

ACOG, Society for Maternal-Fetal Medicine	January 2015	Any patient may choose cell-free DNA (cfDNA) analysis as a screening strategy for common aneuploidies regardless of her risk status.
ASHG, ESHG	March 2015	Comparably good results can be achieved in general obstetrical populations, making NIPT an alternative to current first-trimester screening protocols.
ispd	April 2015	cfDNA screening as a primary test offered to all pregnant women currently is considered an appropriate protocol option.
ACOG, Society for Maternal-Fetal Medicine	March 2016	All women should be offered the option of aneuploidy screening or diagnostic testing for fetal genetic disorder, regardless of maternal age.
ACOG, Society for Maternal-Fetal Medicine	May 2016	The sensitivity and specificity in the general obstetric population are similar to the levels previously published for the high-risk population.
ACMG	July 2016	Inform all pregnant women that NIPS is the most sensitive screening option for traditionally screened aneuploidies (i.e. Patau, Edwards, and Down syndromes).
National Society of Genetic Counselors	October 2016	Supports prenatal cfDNA screening, also known as NIPT or NIPS, as an option for pregnant patients.
ACOG	April 2017	For scenarios in which different testing options are acceptable alternatives, obstetrician-gynecologists and other health care providers should determine which tests will be offered as the standard in their practices.

Potential Reimbursement Catalysts

Several Opportunities to Expand Coverage With Prelude and Foresight

Reimbursement Catalysts

Counsyl Foresight	Counsyl Prelude
• Further guideline support for expanded carrier screening • New ECS code at higher contracted ASP	• Further guideline support for average risk NIPS testing • Average risk NIPS coverage expansion • Medicaid coverage expansion • Microdeletion coverage

Strategic Rationale

- Entry into high-growth reproductive testing market
- Comprehensive women's health product offering
- Broad reimbursement with potential for future expansion
- **Potential for revenue synergies by tripling reproductive testing reach**
- Potential for cost synergies and expanded capabilities throughout the enterprise

Significant Opportunity for Revenue Synergies

Combined Sales Teams Will Triple Physician Reach in Women's Health

myriad WHEN DECISIONS MATTER

Counsyl

225
Sales Reps

80
Sales Reps

- Largest genetics sales force in women's health
- 3x physician reach for Counsyl's tests
- Potential cross-selling opportunities in hereditary cancer
- 2x the size of the next largest competitor sales force
- 5% increase in market share = $50M in revenue and $25M in EBITDA

Strategic Rationale

- Entry into high-growth reproductive testing market
- Comprehensive women's health product offering
- Broad reimbursement with potential for future expansion
- Potential for revenue synergies by tripling reproductive testing reach
- **Potential for cost synergies and expanded capabilities throughout the enterprise**

Potential for Cost Synergies Through the Enterprise

Experienced Integration Team Managing Project

- Same integration leadership with similar approach to the Assurex acquisition
- Leverage enterprise-wide functions such as R&D and Payer Markets
- Standardize informatics and IT platforms
- Leverage supplier purchasing power
- Combine commercial organizations
- Will look to combine the best functions and processes from both companies

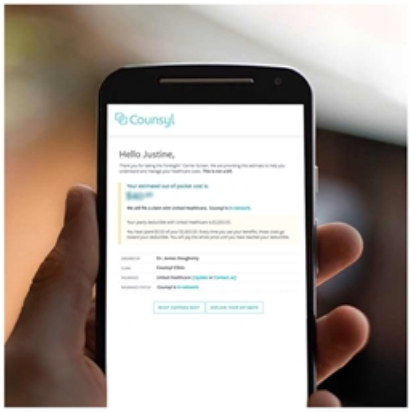
Counsyl Software Tools Drive Ease of Use

Potential to Leverage Core Competency in Informatics

Workflow Solution for the Busy OB/GYN

Innovative Process, Price and Information Transparency
for Physicians and Patients

PRE-TEST EDUCATION	ORDERING	COVERAGE & ESTIMATES	RESULTS DELIVERY	GENETIC COUNSELING
• In-office education materials • Online learning	• EMR integration • Prior authorization	• Transparent estimates • Real-time payer data • Self-pay options • No surprise bills	• Email and text notification • Clear & merged reports • Automated & tracked delivery	• On-demand • Coordination with physician



Myriad Genetics Acquisition of Counsyl, Inc.

Counsyl

- Global leader in reproductive testing market
- Core products are Foresight™ expanded carrier screening test and Prelude™ non-invasive pre-natal screening test
- Calls on OBGYNs, reproductive endocrinologists, and maternal fetal medicine specialists
- Testing services provided from Counsyl's CLIA laboratory in South San Francisco, CA

Strategic Rationale

- Entry into high-growth reproductive testing market
- Comprehensive women's health product offering
- Broad reimbursement coverage with potential for further expansion
- Potential for revenue synergies by tripling reproductive testing reach
- Potential for cost synergies throughout the enterprise

Consideration For Counsyl Shareholders

- Acquiring Counsyl for $375M consisting of cash and MYGN common stock
- Funding deal using cash on hand and existing revolving credit facility
- Expected to close in 1Q19

Myriad Financial Considerations

- Trailing twelve month revenue of $134M
- Will be neutral to adjusted EPS in FY19; >$0.20 accretive in FY20
- Counsyl will be incorporated into FY19 financial guidance provided on 4Q18 earnings call
- Expect attractive ROIC profile creating significant shareholder value