

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Kennedy Giulia C</u>  (Last) (First) (Middle) 6000 SHORELINE COURT SUITE 300  (Street) SOUTH SAN FRANCISCO CA 94080  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VERACYTE, INC. [ VCYT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Chief Scientific &amp; Med Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2019		A		8,000 <sup>(1)</sup>	A	\$0	17,400	D	
Common Stock	02/28/2019		A		32,000 <sup>(2)</sup>	A	\$0	49,400	D	
Common Stock	02/28/2019		M		397	A	\$10.45	49,797	D	
Common Stock	02/28/2019		M		11,667	A	\$8.86	61,464	D	
Common Stock	02/28/2019		M		8,749	A	\$6.45	70,213	D	
Common Stock	02/28/2019		M		4,166	A	\$5.43	74,379	D	
Common Stock	02/28/2019		M		12,396	A	\$9.05	86,775	D	
Common Stock	02/28/2019		S		36,075	D	\$20.4168 <sup>(3)</sup>	50,700	D	
Common Stock	02/28/2019		S		1,300	D	\$21.2833 <sup>(4)</sup>	49,400	D	
Common Stock	02/28/2019		F		813 <sup>(5)</sup>	D	\$0	48,587	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$20.21	02/28/2019		A		60,000		(6)	02/27/2029	Common Stock	60,000	\$0	60,000	D	
Stock Option (right to buy)	\$10.45	02/28/2019		M		397		(7)	09/15/2024	Common Stock	397	\$0	12,885	D	
Stock Option (right to buy)	\$8.86	02/28/2019		M		11,667		(8)	03/01/2025	Common Stock	11,667	\$0	1,667	D	
Stock Option (right to buy)	\$6.45	02/28/2019		M		8,749		(9)	02/28/2026	Common Stock	8,749	\$0	16,253	D	
Stock Option (right to buy)	\$5.43	02/28/2019		M		4,166		(10)	03/14/2026	Common Stock	4,166	\$0	6,773	D	
Stock Option (right to buy)	\$9.05	02/28/2019		M		12,396		(11)	03/02/2027	Common Stock	12,396	\$0	44,271	D	

Explanation of Responses:

1. Restricted stock units awarded on February 28, 2019 vest 25% on March 2, 2020 and 1/16 per quarter thereafter subject to continuing employment of the Reporting Person on each vesting date.
2. Restricted stock units awarded on February 28, 2019 vest 25% on February 28, 2021 and 75% on February 28, 2022 subject to continuing employment of the Reporting Person on each vesting date.
3. Represents weighted average sales price. Sale prices for the transactions range from \$20.11 to \$21.10. Detailed information regarding the number of shares sold at each separate price will be provided to the SEC, the issuer or a shareholder upon request.
4. Represents weighted average sales price. Sale prices for the transactions range from \$21.14 to \$21.39. Detailed information regarding the number of shares sold at each separate price will be provided to the SEC, the issuer or a shareholder upon request.
5. The reporting person is reporting the withholding of 813 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting of 2,350 Restricted Stock Units granted on March 2, 2018. The reporting person did not sell or otherwise dispose of any of the shares reported on this Form 4.
6. The option becomes exercisable as to 25% of the shares on February 28, 2020, and the remaining shares vest at a rate of 1/48th of the total number of shares subject to the award for each month of continuous service thereafter.
7. The option is fully vested and fully exercisable.
8. The option becomes exercisable as to 25% of the shares on March 2, 2016, and the remaining shares vest at a rate of 1/48th of the total number of shares subject to the award for each month of continuous service thereafter.
9. The option becomes exercisable as to 25% of the shares on March 1, 2017, and the remaining shares vest at a rate of 1/48th of the total number of shares subject to the award for each month of continuous service thereafter.
10. The option becomes exercisable as to 25% of the shares on March 15, 2017, and the remaining shares vest at a rate of 1/48th of the total number of shares subject to the award for each month of continuous service thereafter.
11. The option becomes exercisable as to 25% of the shares on March 3, 2018, and the remaining shares vest at a rate of 1/48th of the total number of shares subject to the award for each month of continuous service thereafter.

**Remarks:**

/s/ Keith Kennedy as attorney-      03/04/2019  
in-fact

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**