

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

VERACYTE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

**6000 Shoreline Court, Suite 300
South San Francisco, California
(Address of Principal Executive Offices)**

20-5455398

(I.R.S. Employer Identification No.)

94080
(Zip Code)

Options to purchase stock granted under the C2i Genomics, Inc. 2019 Stock Incentive Plan, and assumed by the Registrant
(Full title of the plan)

Marc Stapley

Chief Executive Officer

**6000 Shoreline Court, Suite 300
South San Francisco, California**

(Name and address of agent for service)

(650) 243-6300

(Telephone number, including area code, of agent for service)

Copies to:

**Ran Ben-Tzur, Esq.
Chelsea Anderson, Esq.
Fenwick & West LLP
730 Arizona Avenue, 1st Floor
Santa Monica, California 90401**

**Annie McGuire Esq.
Executive Vice President and
General Counsel
Veracyte, Inc.
6000 Shoreline Court, Suite 300
South San Francisco, California 94080
(650) 243-6300**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”) and the Note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Veracyte, Inc. (the “Registrant”) with the U.S. Securities and Exchange Commission (the “Commission”) are hereby incorporated by reference in this Registration Statement:

(a) The Registrant’s Annual Report on Form 10-K for the year ended [December 31, 2023](#), filed with the Commission on February 29, 2024;

(b) The Registrant’s Current Reports on Form 8-K filed with the Commission on [February 6, 2024](#), and [February 13, 2024](#), (except that any portions thereof which are furnished and not filed shall not be deemed incorporated);

(c) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above (other than the portions of these documents not deemed to be filed); and

(d) [The description of the Registrant’s Common Stock contained in Registrant’s registration statement on Form 8-A, filed on October 28, 2013 pursuant to Section 12\(b\) of the Exchange Act](#), including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.2](#) to the Registrant’s Annual Report on Form 10-K for the fiscal year ended [December 31, 2023](#), filed with the Commission on February 29, 2024.

In addition, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any portions thereof furnished by the Registrant, including information furnished under Item 2.02 and Item 7.01 and any exhibits relating to Item 2.02 or Item 7.01 furnished under Item 9.01 of Form 8-K and any certification required by 18 U.S.C. § 1350), subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (“DGCL”) authorizes a court to award or a corporation’s board of directors to grant indemnity to directors and officers under certain circumstances and subject to certain limitations. The terms of Section 145 of the DGCL are sufficiently broad to permit indemnification under certain circumstances for liabilities, including reimbursement of expenses incurred, arising under the Securities Act.

The Registrant’s restated certificate of incorporation contains provisions that eliminate the personal liability of the Registrant’s directors to the Registrant or the Registrant’s stockholders for monetary damages for breach of fiduciary duty to the fullest extent permitted by the DGCL. Consequently, the Registrant’s directors are not personally liable to the Registrant or the Registrant’s stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for:

- any breach of the director’s duty of loyalty to the Registrant or the Registrant’s stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;

- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the DGCL; or
- any transaction from which the director derived an improper personal benefit.

The Registrant's restated certificate of incorporation and the Registrant's amended and restated bylaws require the Registrant to indemnify its directors and officers to the maximum extent not prohibited by the DGCL and allow it to indemnify other employees and agents as authorized by its Board of Directors or by the action of a committee of the Board of Directors or designated officers established by or designated in resolutions approved by its Board of Directors. Subject to certain limitations, the Registrant's amended and restated bylaws also require it to advance expenses incurred by its directors and officers for the defense of any action for which indemnification is required or permitted.

The Registrant has entered, and intends to continue to enter, into separate indemnification agreements with its directors, officers and certain other employees, in addition to the indemnification provided for in its restated certificate of incorporation and amended and restated bylaws. These agreements, among other things, require the Registrant to indemnify its directors, officers and certain other employees for certain expenses, including attorneys' fees, judgments, penalties, fines and settlement amounts actually incurred by these individuals in any action or proceeding arising out of their service to the Registrant or any of its subsidiaries or any other company or enterprise to which these individuals provide services at the Registrant's request. Subject to certain limitations, the Registrant's indemnification agreements also require it to advance expenses incurred by its directors, officers and certain other employees for the defense of any action for which indemnification is required or permitted.

The Registrant currently carries liability insurance for its directors and officers. The indemnification provisions in the Registrant's restated certificate of incorporation, amended and restated bylaws and the indemnification agreements entered into between the Registrant and each of its directors and officers is sufficiently broad to permit indemnification of the Registrant's directors and officers for liabilities arising under the Securities Act.

See also the undertakings set out in response to Item 9 of this Registration Statement.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit No.	Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Restated Certificate of Incorporation of the Registrant	8-K	001-36156	3.2	6/9/2023	
4.2	Amended and Restated Bylaws of the Registrant	8-K	001-36156	3.3	6/9/2023	
4.3	Form of Common Stock Certificate	S-1/A	333-191282	4.1	10/15/2013	
5.1	Opinion of Fenwick & West LLP					X
23.1	Consent of Independent Registered Public Accounting Firm					X
23.2	Consent of Fenwick & West LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney (contained on signature page hereto)					X
99.1	2019 Stock Incentive Plan of C2i Genomics, Inc.	10-K	001-36156	10.27	2/29/2024	
99.2	Form of Notice of Option Grant of C2i Genomics, Inc.	10-K	001-36156	10.28	2/29/2024	
99.3	Form of Stock Option Assumption Notice by the Registrant to Option holders of C2i Genomics, Inc.	10-K	001-36156	10.29	2/29/2024	
107.1	Filing Fee Table					X

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of South San Francisco, State of California, on the 29th day of February, 2024.

VERACYTE, INC.

By: /s/ MARC STAPLEY

Marc Stapley

Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Marc Stapley and Rebecca Chambers and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ MARC STAPLEY</u> Marc Stapley	Chief Executive Officer and Director (Principal Executive Officer)	February 29, 2024
<u>/s/ REBECCA CHAMBERS</u> Rebecca Chambers	Chief Financial Officer (Principal Financial Officer)	February 29, 2024
<u>/s/ JONATHAN WYGANT</u> Jonathan Wygant	Chief Accounting Officer (Principal Accounting Officer)	February 29, 2024
<u>/s/ ROBERT S. EPSTEIN</u> Robert S. Epstein	Chairperson and Director	February 29, 2024
<u>/s/ JOHN L. BISHOP</u> John L. Bishop	Director	February 29, 2024
<u>/s/ ELIAV BARR, M.D.</u> Eliav Barr, M.D.	Director	February 29, 2024
<u>/s/ MUNA BHANJI</u> Muna Bhanji	Director	February 29, 2024

Signature	Title	Date
/s/ KARIN EASTHAM Karin Eastham	Director	February 29, 2024
/s/ JENS HOLSTEIN Jens Holstein	Director	February 29, 2024
/s/ EVAN JONES Evan Jones	Director	February 29, 2024



730 Arizona Avenue
1st Floor
Santa Monica, CA 90401

310.434.5400
Fenwick.com

February 29, 2024

Veracyte, Inc.
6000 Shoreline Court, Suite 300
South San Francisco, California 94080
Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel to Veracyte, Inc., a Delaware corporation (the “**Company**”), we have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by the Company with the Securities and Exchange Commission (the “**Commission**”) on or about February 29, 2024 in connection with the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of 71,208 shares (the “**Shares**”) of the Company’s Common Stock, \$0.001 par value per share (the “**Common Stock**”), subject to issuance by the Company upon the exercise of stock options (the “**Options**”) granted under the C2i Genomics, Inc. 2019 Stock Incentive Plan (the “**Plan**”) and assumed by the Company in accordance with the terms of the Agreement and Plan of Merger, dated as of January 5, 2024 (the “**Merger Agreement**”) by and among the Company, C2i Genomics, Inc., and the other parties thereto. At your request we are providing this letter to express our opinion on the matters set forth below in this letter (“**our opinion**”).

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company (the “**Opinion Certificate**”). We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System (“**EDGAR**”), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, it is our opinion that the Shares, when issued and sold by the Company upon the exercise of the Options in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan, the applicable form of award agreement thereunder, and the Company's form of Option Assumption Agreements entered into thereunder, and in the manner and for the consideration (not less than the par value per Share) stated in the Registration Statement and the prospectus prepared in connection therewith, and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, such Shares will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion is intended solely for your use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP
FENWICK & WEST LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Options to purchase stock granted under the C2i Genomics, Inc. 2019 Stock Incentive Plan, and assumed by the Registrant (Veracyte, Inc.) of our reports dated February 29, 2024, with respect to the consolidated financial statements of Veracyte, Inc and the effectiveness of internal control over financial reporting of Veracyte, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
February 29, 2024

Calculation Of Filing Fee Tables

Form S-8
(Form Type)

Veracyte, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.001 per share	Rule 457(h)	71,208 ⁽²⁾	\$16.90 ⁽³⁾	\$1,203,401 ⁽³⁾	\$0.00014760	\$178.00
Total Offering Amounts							\$178.00
Total Fee Offsets⁽⁴⁾							—
Net Fee Due							\$178.00

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional securities that may be issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant’s common stock.
 - (2) Represents shares subject to issuance upon the exercise of stock options outstanding under the C2i Genomics, Inc. 2019 Stock Incentive Plan, and assumed by the Registrant on February 5, 2024, pursuant to the Agreement and Plan of Merger, dated as of January 5, 2024, by and among the Registrant, C2i Genomics, Inc., and the other parties thereto.
 - (3) Calculated solely for the purposes of this offering under Rule 457(h) of the Securities Act on the basis of the weighted average exercise price of the outstanding options.
 - (4) The Registrant does not have any fee offsets.
-