

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-1

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)

8071
(Primary Standard Industrial
Classification Code Number)

20-545398
(I.R.S. Employer
Identification No.)

**7000 Shoreline Court, Suite 250
South San Francisco, California 94080
(650) 243-6300**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Bonnie H. Anderson
President and Chief Executive Officer
7000 Shoreline Court, Suite 250
South San Francisco, California 94080
(650) 243-6300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Stanton D. Wong
Gabriella A. Lombardi
Heidi E. Mayon**
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Shelly D. Guyer
Chief Financial Officer
Veracyte, Inc.
7000 Shoreline Court, Suite 250
South San Francisco, California 94080

William H. Hinman
Simpson Thacher & Bartlett LLP
2475 Hanover Street
Palo Alto, California 94304

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-191282

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer
Non-accelerated filer
(Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee (2)
Common Stock, par value \$0.001 per share	345,000	\$ 13.00	\$ 4,485,000	\$ 577.67

- (1) Represents only the additional number of shares of the Registrant's common stock being registered and includes shares that the underwriters have the option to purchase to cover over-allotments, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-191282) (the "Prior Registration Statement"), which was declared effective by the Securities and Exchange Commission on October 29, 2013.
- (2) Calculated in accordance with Rule 457(a) under the Securities Act of 1933 (the "Securities Act"), based on the proposed maximum aggregate offering price. The Registrant previously registered 5,405,000 shares of its common stock pursuant to the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act, an additional 345,000 shares of the Registrant's common stock are being registered, which includes 45,000 shares that the underwriters have the option to purchase to cover over-allotments, if any.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.

EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933 by Veracyte, Inc. (the "Registrant"). This Registration Statement incorporates by reference the contents of,

* Previously filed as Exhibit 5.1 to the Prior Registration Statement and incorporated by reference herein.

** Previously filed on the signature page to the Prior Registration Statement.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of our report dated August 12, 2013, except for the effects of the reverse stock split described in Note 1 to the financial statements, as to which the date is October 9, 2013, relating to the financial statements of Veracyte, Inc., which appears in Amendment No. 4 to Registration Statement on Form S-1 (No. 333-191282). We also consent to the reference to us under the heading "Experts" in Amendment No. 4 to the Registration Statement on Form S-1 (No. 333-191282) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
San Jose, California
October 30, 2013
