

**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): **September 16, 2014**

**VERACYTE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36156**  
(Commission  
File Number)

**20-5455398**  
(IRS Employer  
Identification No.)

**7000 Shoreline Court, Suite 250, South San Francisco, California 94080**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(650) 243-6300**

**N/A**

(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:

- 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))

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**Item 2.01 Completion of Acquisition or Disposition of Assets.**

On September 16, 2014, Veracyte, Inc. (the "Company") completed the previously announced acquisition of Allegro Diagnostics Corp., a Delaware corporation ("Allegro"), pursuant to an Agreement and Plan of Merger (the "Merger Agreement") dated September 4, 2014 among the Company, Allegro, Full Moon Acquisition, Inc., a Delaware corporation and wholly owned subsidiary of the Company ("Merger Sub"), Andrey Zarur, as Stockholders' Agent, and certain stockholders of Allegro. Pursuant to the terms of the Merger Agreement, Merger Sub was merged with and into Allegro and Allegro became the surviving corporation and wholly owned subsidiary of the Company (the "Merger"). At the closing of the Merger, the Company paid approximately \$8.2 million in cash and 964,377 shares of the Company's common stock, with the amount subject to certain post-closing adjustments. A portion of the cash was placed in an escrow fund for up to 15 months following the closing for the satisfaction of certain indemnification claims.

The foregoing description of the Merger Agreement is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending September 30, 2014.

**Item 3.02 Unregistered Sales of Equity Securities.**

Pursuant to the Merger Agreement described in Item 2.01 above, the Company has issued 964,377 shares of its common stock to the former stockholders of Allegro at the closing. The shares have been issued pursuant to an exemption from registration under the Securities Act of 1933 (the "Securities Act") in reliance on Section 4(a)(2) of the Securities Act and/or Regulation D promulgated thereunder.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(c) The Company's Board of Directors has appointed Christopher M. Hall to serve as Chief Operating Officer, a new position, effective September 16, 2014. Mr. Hall, age 46, has served as the Company's Chief Commercial Officer since March 2010. Mr. Hall has no family relationships with any of the Company's directors or executive officers, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. In connection with the appointment, Mr. Hall's annual salary was increased to \$370,000. Mr. Hall was also granted an option to purchase 40,000 shares of the Company's common stock at an exercise price of \$10.45 per share, of which twenty-five percent of the shares become exercisable following the one year anniversary of the date of grant, and 1/48<sup>th</sup> of the remaining shares become exercisable each month thereafter.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial statements of businesses acquired.

The financial statements of Allegro required by Regulation S-X will be filed by an amendment to this Form 8-K. The amendment will be filed with the Securities and Exchange Commission (the "Commission") no later than 71 calendar days after the date this Form 8-K is required to be filed with the Commission.

(b) Pro forma financial information.

The pro forma financial information required by Regulation S-X will be furnished by an amendment to this Form 8-K. The amendment will be filed with the Commission no later than 71 calendar days after the date this Form 8-K is required to be filed with the Commission.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Veracyte, Inc. dated September 17, 2014.

**SIGNATURE**

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.

Dated: September 17, 2014

VERACYTE, INC.

By: /s/ Shelly D. Guyer  
Name: Shelly D. Guyer  
Title: Chief Financial Officer

**INDEX TO EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Veracyte, Inc. dated September 17, 2014.

FOR IMMEDIATE RELEASE

**Veracyte, Inc. Announces Promotion of Christopher M. Hall  
To Chief Operating Officer**

South San Francisco, Calif. — September 17, 2014 — Veracyte, Inc. (Nasdaq: VCYT), a molecular diagnostics company pioneering the field of molecular cytology, today announced the promotion of Christopher M. Hall to chief operating officer.

Mr. Hall joined Veracyte in 2010 as chief commercial officer to spearhead the company's commercial entry into endocrinology. Since 2012, he has led sales, marketing, laboratory and customer service operations, as well as managed care and billing functions. As chief operating officer, Mr. Hall will also lead the business strategy for Veracyte's products in endocrinology and pulmonology, and will assume a greater role with investor relations and corporate strategy.

"Chris's strategic and operational contributions have been critical to Veracyte's success since his arrival in 2010," said Bonnie H. Anderson, Veracyte's president and chief executive officer. "I am thrilled to have him in this key position going forward to help drive topline growth and solidify our leadership position in molecular cytology."

**About Veracyte**

Veracyte (Nasdaq: VCYT) is pioneering the field of molecular cytology, focusing on genomic solutions that resolve diagnostic ambiguity and enable physicians to make more informed treatment decisions at an early stage in patient care. By improving preoperative diagnostic accuracy, the company aims to help patients avoid unnecessary invasive procedures while reducing healthcare costs. Veracyte's first commercial solution, the Afirma<sup>®</sup> Thyroid FNA Analysis, provides a comprehensive approach for assessing thyroid nodules, centered on the proprietary Gene Expression Classifier (GEC) to resolve ambiguity in diagnosis. Each year, of the more than 525,000 thyroid nodule FNAs performed in the U.S., approximately 115,000 patients undergo diagnostic thyroid surgery, with 70% to 80% of nodules proving benign and thus the surgery unnecessary. Veracyte commercially launched Afirma in January 2011. As of June 30, 2014, the company has received nearly 115,000 FNA samples for evaluation using Afirma and has performed over 20,000 Afirma GECs to resolve indeterminate cytopathology results. Backed by multiple, peer-reviewed, published studies and included in leading medical guidelines, Afirma is covered by Medicare and major commercial payers, which collectively represent more than 135 million covered lives. Afirma is marketed and sold through a global co-promotion agreement with Genzyme Corporation, a subsidiary of Sanofi. Veracyte intends to expand its molecular cytology franchise to other clinical areas and in September 2014 acquired Allegro Diagnostics Corporation to accelerate its entry into pulmonology with a clinically validated lung cancer test. Veracyte is also in product development for its second product in pulmonology, targeting idiopathic pulmonary fibrosis. For more information, please visit [www.veracyte.com](http://www.veracyte.com).

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**Cautionary Note Regarding Forward-Looking Statements**

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: "anticipate," "intend," "plan," "expect," "believe," "should," "may," "will" and similar references to future periods. Examples of forward-looking statements include, among others, statements we make regarding the value and potential of our technology and research and development pipeline. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, anticipated events and trends, the economy and other future conditions. Forward-looking statements involve risks and uncertainties, which could cause actual results to differ materially, and reported results should not be considered as an indication of future performance. These risks and uncertainties include, but are not limited to: our limited operating history and history of losses; our ability to increase usage of and reimbursement for Afirma and any future products we may develop or sell; our ability to continue our momentum and growth; our dependence on a few payers for a significant portion of our revenue; the complexity, time and expense associated with billing and collecting from payers for our test; laws and regulations applicable to our business, including potential regulation by the Food and Drug Administration or other regulatory bodies; our dependence on strategic relationships and our ability to successfully convert new accounts resulting from such relationships; our ability to develop and commercialize new products and the timing of commercialization; our ability to achieve sales penetration in complex commercial accounts; the occurrence and outcome of clinical studies; the timing and publication of study results; the applicability of clinical results to actual outcomes; our inclusion in clinical practice guidelines; the continued application of clinical guidelines to our products; our ability to compete; our ability to expand into international markets; our ability to obtain capital when needed; and other risks set forth in the company's filings with the Securities and Exchange Commission, including the risks set forth in the company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014. These forward-looking statements speak only as of the date hereof and Veracyte specifically disclaims any obligation to update these forward-looking statements.

Veracyte, Afirma, the Veracyte logo, and the Afirma logo are trademarks of Veracyte, Inc. This press release also contains trademarks and trade names that are the property of their respective owners.

Source: Veracyte

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