

**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)**7000 Shoreline Court, Suite 250  
South San Francisco, California****20-5455398**(I.R.S. Employer  
Identification No.)**94080**

(Zip Code)

**Veracyte, Inc. 2013 Stock Incentive Plan  
Veracyte, Inc. 2008 Stock Plan**  
(Full title of the plans)**Bonnie H. Anderson****President and Chief Executive Officer****7000 Shoreline Court, Suite 250****South San Francisco, California**

(Name and address agent for service)

**(650) 243-6300**

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

**Copies to:****Stanton D. Wong****Gabriella A. Lombardi**

Pillsbury Winthrop Shaw Pittman LLP

Four Embarcadero Center, 22nd Floor

San Francisco, CA 94111

(415) 983-1000

(415) 983-1200 facsimile

**Shelly D. Guyer**

Chief Financial Officer

Veracyte, Inc.

7000 Shoreline Court, Suite 250

South San Francisco, California 94080

(650) 243-6300

(650) 243-6301 facsimile

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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 Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$0.001 par value per share: To be issued under the 2013 Stock Incentive Plan	1,786,209(2)	\$ 13.00(3)	\$ 23,220,717	\$ 2,990.83
Common stock, \$0.001 par value per share: Subject to outstanding options under the 2008 Stock Plan	2,368,797	\$ 3.07(4)	\$ 7,270,422	\$ 936.43
<b>Total</b>	<b>4,155,006</b>	<b>N/A</b>	<b>\$ 30,491,139</b>	<b>\$ 3,927.26</b>

- (1) Pursuant to Rule 416 of the Securities Act of 1933 (the "Securities Act"), this registration statement also covers any additional securities that may be offered or become issuable under the 2013 Stock Incentive Plan and the 2008 Stock Plan in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Represents shares of common stock reserved for issuance under the 2013 Stock Incentive Plan. To the extent that any awards outstanding under the 2008 Stock Plan are subsequently forfeited or terminated for any reason before being exercised or settled, or which are subject to vesting restrictions under the 2008 Stock Plan and are subsequently forfeited, the shares of common stock reserved for issuance pursuant to such awards as of the date of this Registration Statement will become available for issuance under the 2013 Stock Incentive Plan.
- (3) Estimated in accordance with Rules 457(h) and 457(c) under the Securities Act, solely for the purposes of calculating the registration fee, based on \$13.00, the initial public offering price set forth on the cover page of the Registrant's prospectus dated October 30, 2013 relating to its initial public offering.
- (4) Estimated in accordance with Rules 457(h) under the Securities Act, solely for the purposes of calculating the registration fee, based on the weighted-average price of awards outstanding under the 2008 Stock Plan as of October 29, 2013.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

## PART I

### INFORMATION REQUIRED IN THE PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the "Registration Statement") in accordance with the provisions of Rule 428 under the Securities Act, and the introductory 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 plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Incorporation of Documents by Reference

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's prospectus filed on October 30, 2013 pursuant to Rule 424(b) under the Securities Act relating to the Registration Statement on Form S-1 (File No. 333-191282), which contains audited financial statements for the Registrant's last fiscal year for which such statements have been filed.
- (b) 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 Securities Exchange Act of 1934 (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act 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, except as to specific sections of such documents as set forth therein. 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 (the "DGCL") authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact that they have served or are currently serving as a director or officer to a corporation. The indemnity may cover expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 permits corporations to pay expenses (including attorneys' fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145.

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The Registrant has adopted provisions in the Registrant's certificate of incorporation and bylaws that limit or eliminate the personal liability of the Registrant's directors and executive officers to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended. Consequently, a director or executive officer will not be personally liable to the Registrant or its stockholders for monetary damages or breach of fiduciary duty as a director, except for liability in limited circumstances.

These limitations of liability do not alter director liability under the federal securities laws and do not affect the availability of equitable remedies such as an injunction or rescission.

In addition, the Registrant's bylaws provide that:

- the Registrant will indemnify its directors, executive officers and certain employees and agents to the fullest extent permitted by the DGCL, as it now exists or may in the future be amended; and

the Registrant will advance expenses to its directors, executive officers and certain employees and agents, in connection with legal proceedings relating to their service for or on behalf of the Registrant, subject to limited exceptions.

The Registrant plans to enter into indemnification agreements with each of its directors and executive officers. These agreements will provide that the Registrant will indemnify each of its directors, executive officers and, at times, their affiliates, to the fullest extent permitted by the DGCL.

The Registrant also maintains general liability insurance which covers certain liabilities of its directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act.

#### Item 7. Exemption from Registration Claimed.

Not applicable.

#### Item 8. Exhibits.

##### EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
4.1	Specimen common stock certificate of Registrant (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-191282), as declared effective by the Commission on October 29, 2013 (the "Registrant's Form S-1")).
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
24.1	Power of Attorney (contained on signature page hereto).
99.1	Veracyte, Inc. 2008 Stock Plan (incorporated herein by reference to Exhibit 10.2 to the Registrant's Form S-1).
99.2	Veracyte, Inc. 2013 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.3 to the Registrant's Form S-1).

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#### 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 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 shall 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.

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### 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 30th day of October, 2013.

VERACYTE, INC.

By /s/ Bonnie H. Anderson  
Bonnie H. Anderson  
President and Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Bonnie H. Anderson and Shelly D. Guyer 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, 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.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bonnie H. Anderson</u> Bonnie H. Anderson	President and Chief Executive Officer (Principal Executive Officer) and Director	October 30, 2013
<u>/s/ Shelly D. Guyer</u> Shelly D. Guyer	Chief Financial Officer (Principal Financial and Accounting Officer)	October 30, 2013
<u>/s/ Brian G. Atwood</u> Brian G. Atwood	Director	October 30, 2013
<u>/s/ Brook H. Byers</u> Brook H. Byers	Director	October 30, 2013
<u>/s/ Fred E. Cohen, M.D., D. Phil</u> Fred E. Cohen, M.D., D.Phil.	Director	October 30, 2013
<u>/s/ Samuel D. Colella</u> Samuel D. Colella	Director	October 30, 2013
<u>/s/ Karin Eastham</u> Karin Eastham	Director	October 30, 2013
<u>/s/ Evan Jones</u> Evan Jones	Director	October 30, 2013
<u>/s/ Jesse I. Treu, Ph.D.</u> Jesse I. Treu, Ph.D.	Director	October 30, 2013

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### INDEX TO EXHIBITS

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- 5.1 Opinion of Pillsbury Winthrop Shaw Pittman LLP.
  - 23.1 Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.
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PILLSBURY WINTHROP SHAW PITTMAN LLP  
Four Embarcadero Center, 22nd Floor  
San Francisco, CA 94111-5998

October 30, 2013

Veracyte, Inc.  
7000 Shoreline Court, Suite 250  
South San Francisco, California 94080

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for Veracyte, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") relating to the registration under the Securities Act of 1933 (the "Act") of 7,155,006 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), issuable pursuant to the Company's 2008 Stock Plan and 2013 Stock Incentive Plan (the "Plans").

We have reviewed and are familiar with such corporate proceedings and other matters as we have deemed necessary for the opinions expressed in this letter. Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and sold in accordance with the Plans, will be validly issued, fully paid and nonassessable. The opinions set forth in this letter are limited to the General Corporation Law of the State of Delaware, as in effect on the date hereof.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Pillsbury Winthrop Shaw Pittman LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Veracyte, Inc. 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 Veracyte Inc.'s Amendment No. 4 to Registration Statement on Form S-1 (No. 333-191282).

/s/ PricewaterhouseCoopersLLP

San Jose, California

October 30, 2013

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