

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Scientific &amp; Med Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/12/2019</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	08/12/2019		M <sup>(1)</sup>		8,243	A	\$10.45	56,575	D	
Common Stock	08/12/2019		M <sup>(1)</sup>		1,667	A	\$8.86	58,242	D	
Common Stock	08/12/2019		M <sup>(1)</sup>		5,000	A	\$6.45	63,242	D	
Common Stock	08/12/2019		M <sup>(1)</sup>		1,563	A	\$5.43	64,805	D	
Common Stock	08/12/2019		M <sup>(1)</sup>		7,083	A	\$9.05	71,888	D	
Common Stock	08/12/2019		M <sup>(1)</sup>		4,406	A	\$5.98	76,294	D	
Common Stock	08/12/2019		S <sup>(1)</sup>		28,257	D	\$25.3776 <sup>(2)</sup>	48,037	D	
Common Stock	08/13/2019		M <sup>(1)</sup>		4,640	A	\$10.45	52,677	D	
Common Stock	08/13/2019		S <sup>(1)</sup>		4,640	D	\$25.45	48,037	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
Stock Option (right to buy)	\$10.45	08/12/2019		M <sup>(1)</sup>			8,243	(3)	09/15/2024	Common Stock	8,243	\$0	4,642	D	
Stock Option (right to buy)	\$8.86	08/12/2019		M <sup>(1)</sup>			1,667	(3)	03/01/2025	Common Stock	1,667	\$0	0	D	
Stock Option (right to buy)	\$6.45	08/12/2019		M <sup>(1)</sup>			5,000	(4)	02/28/2026	Common Stock	5,000	\$0	11,253	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)	\$5.43	08/12/2019		M <sup>(1)</sup>			1,563	(5)	03/14/2026	Common Stock	1,563	\$0	5,210	D	
Stock Option (right to buy)	\$9.05	08/12/2019		M <sup>(1)</sup>			7,083	(6)	03/02/2027	Common Stock	7,083	\$0	37,188	D	
Stock Option (right to buy)	\$5.98	08/12/2019		M <sup>(1)</sup>			4,406	(7)	03/01/2028	Common Stock	4,406	\$0	48,469	D	
Stock Option (right to buy)	\$10.45	08/13/2019		M <sup>(1)</sup>			4,640	(3)	09/15/2024	Common Stock	4,640	\$0	2	D	

**Explanation of Responses:**

- The transactions on this Form 4 were made pursuant to a Rule 10b5-1 plan adopted by the reporting person on May 3, 2019.
- Represents weighted average sales price. Sale prices for the transactions range from \$25.12 to \$25.94. 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.
- The option is fully vested.
- The option became 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.
- The option became 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.
- The option became 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.
- The option became exercisable as to 25% of the shares on March 2, 2019, 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- 08/14/2019  
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.

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