

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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 <sup>*</sup> <u>Kennedy Keith</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) COO / CFO
	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2019	
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	12/05/2019		M <sup>(1)</sup>		11,942	A	\$7.47	121,645	D	
Common Stock	12/05/2019		M <sup>(1)</sup>		7,358	A	\$5.98	129,003	D	
Common Stock	12/05/2019		S <sup>(1)</sup>		19,300	D	\$30.0036 <sup>(2)</sup>	109,703	D	
Common Stock	12/06/2019		M <sup>(1)</sup>		13,851	A	\$7.47	123,554	D	
Common Stock	12/06/2019		S <sup>(1)</sup>		13,851	D	\$30.0445 <sup>(3)</sup>	109,703	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)	\$7.47	12/05/2019		M <sup>(1)</sup>			11,942	(4)	12/05/2026	Common Stock	11,942	\$0	65,693	D	
Stock Option (right to buy)	\$5.98	12/05/2019		M <sup>(1)</sup>			7,358	(5)	03/01/2028	Common Stock	7,358	\$0	49,892	D	
Stock Option (right to buy)	\$7.47	12/06/2019		S <sup>(1)</sup>			13,851	(4)	12/05/2026	Common Stock	13,851	\$0	51,842	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 August 2, 2019.
- Represents weighted average sales price. Sale prices for the transactions range from \$30.00 to \$30.03. 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.
- Represents weighted average sales price. Sale prices for the transactions range from \$30.00 to \$30.50. 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.
- Beginning on December 6, 2017, 1/36 of the of shares vest each month for the following 36 months.
- The option becomes 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

12/09/2019

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**