

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 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) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2019</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)			
Common Stock	02/28/2019		A		8,000 <sup>(1)</sup>	A	\$0	40,603 <sup>(2)</sup>	D
Common Stock	02/28/2019		A		32,000 <sup>(3)</sup>	A	\$0	72,603	D
Common Stock	03/02/2019		F		1,053 <sup>(4)</sup>	D	\$0	71,550 <sup>(5)</sup>	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)	\$20.21	02/28/2019		A		60,000		(6)	02/27/2029	Common Stock	60,000	\$0	60,000	D	

**Explanation of Responses:**

- Restricted stock units awarded on February 28, 2019 vest 25% on March 2, 2020 and 1/16 per quarter thereafter subject to continuing employment of the Reporting Person on each vesting date.
- Includes 2,244 shares acquired under the Issuer's employee stock purchase plan ("ESPP") on July 31, 2018 and 2,245 shares acquired under the ESPP on January 1, 2019.
- Restricted stock units awarded on February 28, 2019 vest 25% on February 28, 2021 and 75% on February 28, 2022 subject to continuing employment of the Reporting Person on each vesting date.
- The reporting person is reporting the withholding of 1,053 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting of 2,575 Restricted Stock Units granted on March 2, 2018. The reporting person did not sell or otherwise dispose of any of the shares reported on this Form 4.
- Includes 2,244 shares of common stock purchased pursuant to the Veracyte, Inc. Employee Stock Purchase Plan on July 31, 2018 and 2,245 shares of common stock purchased pursuant to the Veracyte, Inc. Employee Stock Purchase Plan on January 31, 2019.
- The option becomes exercisable as to 25% of the shares on February 28, 2020, 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-in-fact 03/04/2019

\*\* 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.

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