

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

Amendment No. 3

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
(Address of principal executive offices)

94080
(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))

EXPLANATORY NOTE

On September 17, 2014, Veracyte, Inc. (the "Company") filed a Current Report on Form 8-K (the "Original Form 8-K") with the Securities and Exchange Commission (the "Commission") to report the completion of its 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 Merger Agreement, Merger Sub merged with and into Allegro, with Allegro continuing as the surviving corporation and a wholly-owned subsidiary of the Company. At that time, the Company stated in the Original Form 8-K that it intended to file the required financial statements and pro forma financial information within 71 days from the date that such Original Form 8-K was required to be filed. On November 6, 2014, the Company amended the Original Form 8-K in order to include the financial statements and pro forma financial information required by parts (a) and (b) of Item 9.01 of Form 8-K (the "November 8-K/A"). On December 10, 2014, the Company amended the November 8-K/A to include corrected unaudited condensed statement of operations of Allegro for the six months ended June 30, 2014 and unaudited pro forma condensed combined statement of operations for the six months ended June 30, 2014 (the "December 8-K/A").

This Amendment No. 3 to Current Report on Form 8-K/A further amends and supplements the Original Form 8-K to include certain additional pro forma financial information of the Company required by Item 9.01(b) of Form 8-K in connection with the Company's acquisition of Allegro, as set forth below. The Original Form 8-K otherwise remains the same, as amended and supplemented by the November 8-K/A and December 8-K/A, and the Items therein, including Item 9.01, and are hereby incorporated by reference into this Current Report on Form 8-K/A.

Item 9.01 Financial Statements and Exhibits.

(b) Pro forma financial information.

The Company's unaudited pro forma condensed combined statement of operations for the year ended December 31, 2014 is filed as Exhibit 99.4 hereto and incorporated herein by reference.

(d) Exhibits.

Exhibit No. _____ **Description**

23.1*	Consent of Independent Accountants.
99.1	Audited financial statements of Allegro Diagnostics Corp. as of and for the year ended December 31, 2013 (incorporated herein by reference to Exhibit 99.1 to the November Form 8-K/A).
99.2	Unaudited condensed financial statements of Allegro Diagnostics Corp. as of June 30, 2014 and for the six months ended June 30, 2014 and 2013 (revised) (incorporated herein by reference to Exhibit 99.2 to the December 8-K/A).
99.3	Unaudited pro forma condensed combined financial statements as of June 30, 2014 and for the year ended December 31, 2013 and the six months ended June 30, 2014 (incorporated herein by reference to Exhibit 99.3 to the December 8-K/A).
99.4*	Unaudited pro forma condensed combined statement of operations of Veracyte, Inc. for the year ended December 31, 2014.

* Filed herewith.

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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: May 21, 2015

Veracyte, Inc.

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

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INDEX TO EXHIBITS

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99.3	Unaudited pro forma condensed combined financial statements as of June 30, 2014 and for the year ended December 31, 2013 and the six months ended June 30, 2014 (incorporated herein by reference to Exhibit 99.3 to the December 8-K/A).
99.4*	Unaudited pro forma condensed combined statement of operations of Veracyte, Inc. for the year ended December 31, 2014.

* Filed herewith.

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CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-191992 and 333-203097) of Veracyte, Inc. of our report dated August 22, 2014, relating to the financial statements of Allegro Diagnostics Corp., which appears in the Current Report on Form 8-K/A of Veracyte, Inc. dated September 16, 2014.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

May 21, 2015

VERACYTE, INC.
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

On September 16, 2014, Allegro Diagnostics Corp. (“Allegro”) merged with Full Moon Acquisition, Inc., a wholly-owned subsidiary of Veracyte, Inc. (“Veracyte” or the “Company”), (“Merger”) with Allegro surviving the Merger as a wholly-owned subsidiary of the Company. The unaudited pro forma condensed combined statement of operations for the year ended December 31, 2014 is presented as if the Merger had occurred on January 1, 2013. The unaudited pro forma condensed combined statement of operations presented herein is based on the historical financial statements of Veracyte and Allegro using the acquisition method of accounting and applying the assumptions and adjustments described in the accompanying notes. In addition, the unaudited pro forma condensed combined statement of operations should be read in conjunction with the separate audited historical financial statements of Veracyte as of and for the year ended December 31, 2014, and the related notes, included in the Annual Report on Form 10-K for the year ended December 31, 2014, filed by Veracyte with the Securities and Exchange Commission.

The unaudited pro forma condensed combined statement of operations does not give effect to the potential impact of current financial conditions, regulatory matters, operating efficiencies or other savings or expenses that may be associated with the Merger. The unaudited pro forma condensed combined statement of operations also does not include any future integration costs. The unaudited pro forma condensed combined statement of operations has been prepared for illustrative purposes only and is not necessarily indicative of the results of operations in future periods or the results that would have been realized had Veracyte and Allegro been a combined company during the specified period. There were no transactions between Veracyte and Allegro during the period presented in the unaudited pro forma condensed combined statement of operations that would need to be eliminated.

Unaudited Pro Forma Condensed Combined Statement of Operations
For the year ended December 31, 2014
(in thousands, except per share amounts)

	Historical Veracyte	Historical Allegro (Note 1)	Pro Forma Adjustments	Notes	Pro Forma Combined
Revenue	\$ 38,190	\$ —	\$ —		\$ 38,190
Operating expenses:					
Cost of revenue	16,606	—	—		16,606
Research and development	9,804	563	—		10,367
Selling and marketing	21,932	—	—		21,932
General and administrative	18,854	1,316	(2,162)	(a)	18,008
Total operating expenses	67,196	1,879	(2,162)		66,913
Loss from operations	(29,006)	(1,879)	2,162		(28,723)
Interest expense	(439)	(403)	403	(b)	(439)
Change in fair value of derivative liability	—	(1,874)	1,874	(b)	—
Other income, net	72	—	—		72
Net loss and comprehensive loss	\$ (29,373)	\$ (4,156)	\$ 4,439		\$ (29,090)
Net loss per common share, basic and diluted	\$ (1.36)				\$ (1.36)
Weighted-average shares used in computing net loss per common share, basic and diluted	21,639		682	(c)	22,321

(1) Historical Allegro results are up to the date of the Merger.

See accompanying notes to the unaudited pro forma condensed combined statement of operations.

**NOTES TO UNAUDITED PRO FORMA
CONDENSED COMBINED STATEMENT OF OPERATIONS**

1. Basis of Presentation

On September 16, 2014, Allegro merged with Full Moon Acquisition, Inc., a wholly-owned subsidiary of the Company, (“Merger”) with Allegro surviving the Merger as a wholly-owned subsidiary of the Company. Allegro was a privately-held company based in Maynard, Massachusetts, focused on the development of genomic tests to improve the preoperative diagnosis of lung cancer. At the effective time of the Merger, each share of the common stock of Full Moon Acquisition, Inc. issued and outstanding immediately prior to the effective time of the Merger was automatically converted into one share of common stock of Allegro and represented the only outstanding common stock of Allegro at the effective time of the Merger; all previously issued and outstanding shares of common stock of Allegro were canceled. The Series A preferred stock of Allegro issued and outstanding immediately prior to the effective time of the Merger was cancelled and automatically converted into the right to receive a total of 964,377 shares of the Company’s common stock and \$2.7 million in cash. Outstanding indebtedness of Allegro totaling \$4.3 million was settled in cash by the Company on the effective date of the Merger. All outstanding stock options under Allegro’s equity incentive plan were canceled.

The unaudited pro forma condensed combined statement of operations for the year ended December 31, 2014 is presented as if the Merger had occurred on January 1, 2013. The unaudited pro forma condensed combined statement of operations was prepared using the acquisition method of accounting, based on the historical financial statements of Veracyte and Allegro.

Acquisition of Allegro

The Merger was accounted for using the acquisition method of accounting with the Company treated as the accounting acquirer. The purchase price was allocated based on the estimated fair value of the assets acquired and liabilities assumed at the date of the acquisition.

The acquisition consideration was comprised of (in thousands):

Stock	\$	10,078
Cash		2,725
Payment of outstanding indebtedness		4,290
Total acquisition consideration	\$	<u>17,093</u>

Under the acquisition method of accounting, identifiable assets and liabilities of Allegro, including identifiable intangible assets, were recorded based on their estimated fair values as of the effective time of the Merger. Tangible assets and liabilities were valued at their respective carrying amounts. Management believes that these amounts approximated their fair values.

2. Pro Forma Adjustments

Pro forma adjustments are necessary to reflect the acquisition consideration exchanged and to adjust amounts related to the tangible and intangible assets and liabilities of Allegro to reflect the estimate of their fair values, and to reflect the impact on the statement of operations of the Merger as if the companies had been combined during the period presented therein. The pro forma adjustments included in the unaudited pro forma condensed combined statement of operations are as follows:

- (a) To record non-recurring acquisition-related transaction costs related to bonuses and severance payments to employees of \$1.2 million and professional service fees of \$1.0 million, directly related to the Merger.
 - (b) To record the settlement of Allegro's outstanding indebtedness immediately prior to the closing of the Merger. Allegro's non-convertible promissory note, with an outstanding balance of \$1.4 million including accrued interest, was paid by the Company on behalf of Allegro immediately prior to the closing of the Merger. Allegro's remaining convertible promissory notes, with an outstanding principal balance of \$5.3 million and related accrued interest, were converted into Allegro Series A preferred stock immediately prior to the closing date of the Merger and the related derivative liability was extinguished. The preferred stock was subsequently exchanged for 964,377 shares of the Company's common stock.
 - (c) To reflect the pro forma weighted average shares outstanding during the year ended December 31, 2014 related to the issuance of 964,377 shares of the Company's common stock for the acquisition as if the Merger had occurred on January 1, 2013.
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