

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| OMB APPROVAL | |
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|--|--|--|---|--|--|---|--|--|
| 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 X Officer (give title below) Other (specify below) <u>Chief Scientific & Med Officer</u> | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/03/2020 | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

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 | 03/03/2020 | | M ⁽¹⁾ | | 3,750 | A | \$6.45 | 102,872 | D | |
| Common Stock | 03/03/2020 | | M ⁽¹⁾ | | 1,563 | A | \$5.43 | 104,435 | D | |
| Common Stock | 03/03/2020 | | M ⁽¹⁾ | | 5,313 | A | \$9.05 | 109,748 | D | |
| Common Stock | 03/03/2020 | | M ⁽¹⁾ | | 4,407 | A | \$5.98 | 114,155 | D | |
| Common Stock | 03/03/2020 | | s ⁽¹⁾ | | 30,542 | D | \$25.3489 ⁽²⁾ | 83,613 | D | |
| Common Stock | 03/03/2020 | | s ⁽¹⁾ | | 2,339 | D | \$25.9051 ⁽³⁾ | 81,274 | 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) | \$6.45 | 03/03/2020 | | M ⁽¹⁾ | | | 3,750 | (4) | 02/28/2026 | Common Stock | 3,750 | \$6.45 | 2 | D | |
| Stock Option (right to buy) | \$5.43 | 03/03/2020 | | M ⁽¹⁾ | | | 1,563 | (5) | 03/14/2026 | Common Stock | 1,563 | \$5.43 | 522 | D | |
| Stock Option (right to buy) | \$9.05 | 03/03/2020 | | M ⁽¹⁾ | | | 5,313 | (6) | 03/02/2027 | Common Stock | 5,313 | \$9.05 | 21,250 | D | |
| Stock Option (right to buy) | \$5.98 | 03/03/2020 | | M ⁽¹⁾ | | | 4,407 | (7) | 03/01/2028 | Common Stock | 4,407 | \$5.98 | 35,250 | 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 \$24.77 to \$25.75. 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 \$25.78 to \$26.05. 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 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.

service thereafter.

Remarks:

/s/ Keith Kennedy as attorney-
in-fact

03/04/2020

** 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.