

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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. Date of Event Requiring Statement (Month/Day/Year) 02/21/2019	3. Issuer Name and Ticker or Trading Symbol <u>VERACYTE, INC. [VCYT]</u>	
		4. 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 & Med Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,400 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (right to buy)	(2)	02/18/2024	Common Stock 50,000	14.34	D	
Stock Option (right to buy)	(3)	09/15/2024	Common Stock 13,282	10.45	D	
Stock Option (right to buy)	(4)	03/01/2025	Common Stock 13,334	8.86	D	
Stock Option (right to buy)	(5)	02/28/2026	Common Stock 25,002	6.45	D	
Stock Option (right to buy)	(6)	03/14/2026	Common Stock 10,939	5.43	D	
Stock Option (right to buy)	(7)	03/02/2027	Common Stock 56,667	9.05	D	
Stock Option (right to buy)	(8)	03/01/2028	Common Stock 70,500	5.98	D	

Explanation of Responses:

- Restricted stock units awarded on March 2, 2018 vests 25% on March 2, 2019 and 3/48 on each quarterly anniversary thereafter subject to continuing employment of the Reporting Person on each vesting date.
- The option became exercisable as to 25% of the shares on February 19, 2015, and the remaining shares vested 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 becomes exercisable as to 25% of the shares on September 16, 2015, 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 becomes exercisable as to 25% of the shares on March 2, 2016, 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 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 becomes 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 becomes 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:

See Exhibit 24

/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 5 (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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Keith Kennedy, Bonnie Anderson and Napoleon Cheng, as long as they are providing services to Veracyte, Inc., a Delaware corporation (the “Company”), or any of them, as the undersigned’s true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned’s capacity as a representative of Veracyte, Inc. (the “Company”), any and all Form ID, or Form 3, 4 or 5 reports and any amendments thereto required to be filed by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the “*Exchange Act*”) and the rules thereunder with respect to transactions in the Company’s securities;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID, or Form 3, 4 or 5 report and any amendments thereto and timely file such report with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that no such attorney-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming, nor is the Company hereby assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 3, 4 or 5 reports with respect to the undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of February, 2019.

Signature: /s/ Giulia Kennedy

Printed Name: Giulia Kennedy