

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

VERACYTE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-5455398
(I.R.S. Employer
Identification No.)

6000 Shoreline Court, Suite 300
South San Francisco, California
(Address of Principal Executive Offices)

94080
(Zip Code)

Veracyte, Inc. 2023 Equity Incentive Plan
(Full title of the plan)

Marc Stapley
Chief Executive Officer
6000 Shoreline Court, Suite 300
South San Francisco, California
(Name and address of agent for service)
(650) 243-6300
(Telephone number, including area code, of agent for service)
Copies to:

Jim Krenn, Esq.
Morrison & Foerster LLP
12531 High Bluff Drive
San Diego, CA 92130
(858) 720-5100

Emily Beers, Esq.
Morrison & Foerster LLP
2100 L Street NW, Suite 900
Washington, D.C. 20037
(202) 887-1500

Annie McGuire Esq.
Executive Vice President and
General Counsel
Veracyte, Inc.
6000 Shoreline Court, Suite 300
South San Francisco, CA 94080
(650) 243-6300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒
Non-accelerated filer ☐

Accelerated filer ☐
Smaller reporting company ☐
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, Veracyte, Inc. (the "Registrant") is filing this Registration Statement on Form S-8 with the U.S. Securities and Exchange Commission (the "Commission") to register 2,500,000 additional shares (the "Share Increase") of the Registrant's common stock, par value \$0.001 per share (the "common stock"), available for issuance under the Registrant's 2023 Equity Incentive Plan, as amended (the "2023 Plan"). At the Registrant's Annual Meeting of Stockholders held on June 17, 2025, the Registrant's stockholders, among other things, approved the Share Increase under the 2023 Plan.

In accordance with General Instruction E of Form S-8, and only with respect to the common stock issuable under the 2023 Plan, this Registration Statement hereby incorporates by reference the contents of (i) the Registrant's Registration Statements on Form S-8 filed with the Commission on October 30, 2013 (File No. 333-191992), March 30, 2015 (File No. 333-203097), March 14, 2016 (File No. 333-210185), March 2, 2017 (File No. 333-216388), February 28, 2018 (File No. 333-223292), February 25, 2019 (File No. 333-229848), February 25, 2020 (File No. 333-236630), February 22, 2021 (File No. 333-253363), March 1, 2022 (File No. 333-263116), March 1, 2023 (File No. 333-270147), in each case as amended by a Post-Effective Amendment No. 1 thereto filed with the Commission on June 8, 2023, and (ii) the Registrant's Registration Statement on Form S-8 filed with the Commission on June 12, 2024 (File No. 333-280150), in each case, to the extent not superseded hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are hereby incorporated by reference in this Registration Statement:

- (a) [The Registrant's Annual Report on Form 10-K for the year ended December 31, 2024, filed with the Commission on February 28, 2025;](#)
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above (other than the portions of these documents not deemed to be filed); and
- (c) [The description of the Registrant's common stock contained in Registrant's registration statement on Form 8-A, filed with the Commission on October 28, 2013 pursuant to Section 12\(b\) of the Exchange Act,](#) including any amendment or report filed for the purpose of updating such description, including [Exhibit 4.2](#) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the Commission on February 28, 2025.

In addition, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any portions thereof furnished by the Registrant, including information furnished under Item 2.02 and Item 7.01 and any exhibits relating to Item 2.02 or Item 7.01 furnished under Item 9.01 of Form 8-K and any certification required by 18 U.S.C. § 1350), subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit No.	Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Restated Certificate of Incorporation of the Registrant	8-K	001-36156	3.2	6/9/2023	
4.2	Amended and Restated Bylaws of the Registrant	8-K	001-36156	3.3	6/9/2023	
4.3	Form of Common Stock Certificate	S-1/A	333-191282	4.1	10/15/2013	
5.1	Opinion of Morrison & Foerster LLP					X
23.1	Consent of Independent Registered Public Accounting Firm					X
23.2	Consent of Morrison & Foerster LLP (included in Exhibit 5.1)					X
24.1	Power of Attorney (contained on signature page hereto).					X
99.1	2023 Equity Incentive Plan, as amended	DEF 14-A	001-36156	Appendix A	4/29/2025	
99.2	Form of agreements under the 2023 Equity Incentive Plan	S-8 POS	333-270147	99.6	6/8/2023	
107.1	Filing Fee Table					X

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of South San Francisco, State of California, on the 17th day of June 2025.

VERACYTE, INC.

By: /s/ MARC STAPLEY

Marc Stapley

Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Marc Stapley and Rebecca Chambers and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ MARC STAPLEY</u> Marc Stapley	Chief Executive Officer and Director (Principal Executive Officer)	June 17, 2025
<u>/s/ REBECCA CHAMBERS</u> Rebecca Chambers	Chief Financial Officer (Principal Financial Officer)	June 17, 2025
<u>/s/ JONATHAN WYGANT</u> Jonathan Wygant	Chief Accounting Officer (Principal Accounting Officer)	June 17, 2025
<u>/s/ ROBERT S. EPSTEIN, M.D., M.S.</u> Robert S. Epstein, M.D., M.S.	Chairperson and Director	June 17, 2025
<u>/s/ ELIAV BARR, M.D.</u> Eliav Barr, M.D.	Director	June 17, 2025
<u>/s/ MUNA BHANJI</u> Muna Bhanji	Director	June 17, 2025
<u>/s/ KARIN EASTHAM</u> Karin Eastham	Director	June 17, 2025
<u>/s/ JENS HOLSTEIN</u> Jens Holstein	Director	June 17, 2025
<u>/s/ EVAN JONES</u> Evan Jones	Director	June 17, 2025
<u>/s/ TOM MILLER</u> Tom Miller	Director	June 17, 2025
<u>/s/ BRENT SHAFER</u> Brent Shafer	Director	June 17, 2025

Calculation of Filing Fee Tables

S-8

VERACYTE, INC.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common stock, \$0.001 par value	Other	2,500,000	\$ 26.385	\$ 65,962,500.00	0.0001531	\$ 10,098.86
Total Offering Amounts:						\$ 65,962,500.00		\$ 10,098.86
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 10,098.86

Offering Note

1

The amount registered represents additional shares of the Registrant's common stock available for issuance pursuant to awards that may be granted under the Veracyte, Inc. 2023 Equity Incentive Plan, as amended (the "Plan"). Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement also registers an indeterminate number of additional shares that may be issued pursuant to the Plan as a result of any future stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.

The proposed maximum offering price per share and proposed maximum aggregate offering price for the shares of the common stock covered by this Registration Statement have been estimated in accordance with Rule 457(c) and 457(h) solely for the purpose of calculating the registration fee. The maximum price per share and the maximum aggregate offering price are based upon the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Stock Market on June 16, 2025, which date is within five business days prior to filing this Registration Statement.

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morrison & foerster llp

amsterdam, austin, berlin, boston, brussels, denver, hong kong,
london, los angeles, miami, new york, palo alto, san diego, san
francisco, shanghai, singapore, tokyo, washington, d.c.

June 17, 2025

Board of Directors
Veracyte, Inc.
6000 Shoreline Court, Suite 300
South San Francisco, California, 94080Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel to Veracyte, Inc., a Delaware corporation (the “Company”), in connection with its registration statement on Form S-8 (the “Registration Statement”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), relating to the proposed offering of up to 2,500,000 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share, all of which Shares may be issued pursuant to awards under the Company’s 2023 Equity Incentive Plan, as amended (the “Plan”).

As counsel for the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion, and we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. For the purpose of the opinion rendered below, we have assumed that in connection with the issuance of the Shares, the Company will receive consideration in an amount not less than the aggregate par value of the Shares covered by each such issuance. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, the Delaware Constitution and reported judicial decisions interpreting those laws, each as currently in effect.

Based upon and subject to the foregoing, it is our opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the applicable resolutions of the Board of Directors or a duly authorized committee thereof and the Plan, the Shares will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name wherever appearing in the Registration Statement and any amendments thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Morrison & Foerster LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2023 Equity Incentive Plan of Veracyte, Inc. of our reports dated February 27, 2025, with respect to the consolidated financial statements of Veracyte, Inc. and the effectiveness of internal control over financial reporting of Veracyte, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California

June 17, 2025