

**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 3,500,000 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 10, 2026, 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) and 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 Statements on Form S-8 filed with the Commission on June 12, 2024 (File No. 333-280150) and June 17, 2025 (File No. 333-288113), 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, 2025, filed with the Commission on February 26, 2026;](#)
- (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, 2025, filed with the Commission on February 26, 2026.

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	<a href="#">Restated Certificate of Incorporation of the Registrant</a>	8-K	001-36156	3.2	6/9/2023	
4.2	<a href="#">Amended and Restated Bylaws of the Registrant</a>	10-Q	001-36156	3.2	5/6/2026	
4.3	<a href="#">Form of Common Stock Certificate</a>	S-1/A	333-191282	4.1	10/15/2013	
5.1	<a href="#">Opinion of Morrison &amp; Foerster LLP</a>					X
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm</a>					X
23.2	<a href="#">Consent of Morrison &amp; Foerster LLP (included in Exhibit 5.1)</a>					X
24.1	<a href="#">Power of Attorney (contained on signature page hereto).</a>					X
99.1	<a href="#">2023 Equity Incentive Plan, as amended</a>	DEF 14-A	001-36156	Appendix A	4/22/2026	
99.2	<a href="#">Form of agreements under the 2023 Equity Incentive Plan</a>	S-8 POS	333-270147	99.6	6/8/2023	
107.1	<a href="#">Filing Fee Table</a>					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 10th day of June 2026.

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 10, 2026
<u>/s/ REBECCA CHAMBERS</u> Rebecca Chambers	Chief Financial Officer (Principal Financial Officer)	June 10, 2026
<u>/s/ JONATHAN WYGANT</u> Jonathan Wygant	Chief Accounting Officer (Principal Accounting Officer)	June 10, 2026
<u>/s/ ROBERT S. EPSTEIN, M.D., M.S.</u> Robert S. Epstein, M.D., M.S.	Chairperson and Director	June 10, 2026
<u>/s/ ELIAV BARR, M.D.</u> Eliav Barr, M.D.	Director	June 10, 2026
<u>/s/ MUNA BHANJI</u> Muna Bhanji	Director	June 10, 2026
<u>/s/ KARIN EASTHAM</u> Karin Eastham	Director	June 10, 2026
<u>/s/ JENS HOLSTEIN</u> Jens Holstein	Director	June 10, 2026
<u>/s/ EVAN JONES</u> Evan Jones	Director	June 10, 2026
<u>/s/ TOM MILLER</u> Tom Miller	Director	June 10, 2026
<u>/s/ BRENT SHAFER</u> Brent Shafer	Director	June 10, 2026



2100 L STREET, NW  
SUITE 900  
WASHINGTON  
DC 20037  
  
TELEPHONE: 202.887.1500  
FACSIMILE: 202.887.0763  
  
WWW.MOFO.COM

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 10, 2026

Board of Directors  
Veracyte, Inc.  
6000 Shoreline Court, Suite 300  
South San Francisco, California, 94080

Re: 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 3,500,000 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 26, 2026, 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, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California  
June 10, 2026