

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Kennedy Giulia C</u>			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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Scientific & Med Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/12/2019</u>					
6000 SHORELINE COURT SUITE 300			4. 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 Form filed by More than One Reporting Person		
(Street) <u>SOUTH SAN FRANCISCO CA 94080</u>								
(City) (State) (Zip)								

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	08/12/2019		M ⁽¹⁾		8,243	A	\$10.45	56,575	D	
Common Stock	08/12/2019		M ⁽¹⁾		1,667	A	\$8.86	58,242	D	
Common Stock	08/12/2019		M ⁽¹⁾		5,000	A	\$6.45	63,242	D	
Common Stock	08/12/2019		M ⁽¹⁾		1,563	A	\$5.43	64,805	D	
Common Stock	08/12/2019		M ⁽¹⁾		7,083	A	\$9.05	71,888	D	
Common Stock	08/12/2019		M ⁽¹⁾		4,406	A	\$5.98	76,294	D	
Common Stock	08/12/2019		S ⁽¹⁾		28,257	D	\$25.3776 ⁽²⁾	48,037	D	
Common Stock	08/13/2019		M ⁽¹⁾		4,640	A	\$10.45	52,677	D	
Common Stock	08/13/2019		S ⁽¹⁾		4,640	D	\$25.45	48,037	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)	\$10.45	08/12/2019		M ⁽¹⁾			8,243	(3)	09/15/2024	Common Stock	8,243	\$0	4,642	D	
Stock Option (right to buy)	\$8.86	08/12/2019		M ⁽¹⁾			1,667	(3)	03/01/2025	Common Stock	1,667	\$0	0	D	
Stock Option (right to buy)	\$6.45	08/12/2019		M ⁽¹⁾			5,000	(4)	02/28/2026	Common Stock	5,000	\$0	11,253	D	
Stock Option (right to buy)	\$5.43	08/12/2019		M ⁽¹⁾			1,563	(5)	03/14/2026	Common Stock	1,563	\$0	5,210	D	
Stock Option (right to buy)	\$9.05	08/12/2019		M ⁽¹⁾			7,083	(6)	03/02/2027	Common Stock	7,083	\$0	37,188	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)	\$5.98	08/12/2019		M ⁽¹⁾			4,406	(7)	03/01/2028	Common Stock	4,406	\$0	48,469	D	
Stock Option (right to buy)	\$10.45	08/13/2019		M ⁽¹⁾			4,640	(3)	09/15/2024	Common Stock	4,640	\$0	2	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 \$25.12 to \$25.94. 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 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 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.

Remarks:

/s/ Keith Kennedy as attorney-in-fact 08/14/2019

** 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 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.