

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
Estimated average burden hours per response:	0.5

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 Officer (give title below) Other (specify below) Chief Scientific & Med Officer
	3. Date of Earliest Transaction (Month/Day/Year) 09/03/2019	
	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 <input type="checkbox"/> 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	09/03/2019		M ⁽¹⁾		3,750	A	\$6.45	51,787	D	
Common Stock	09/03/2019		M ⁽¹⁾		1,562	A	\$5.43	53,349	D	
Common Stock	09/03/2019		M ⁽¹⁾		5,313	A	\$9.05	58,662	D	
Common Stock	09/03/2019		M ⁽¹⁾		4,406	A	\$5.98	63,068	D	
Common Stock	09/03/2019		S ⁽¹⁾		13,031	D	\$25.2023 ⁽²⁾	50,037	D	
Common Stock	09/03/2019		S ⁽¹⁾		2,000	D	\$26.1225 ⁽³⁾	48,037	D	
Common Stock	09/03/2019		F		292 ⁽⁴⁾	D	\$25.09	47,745	D	
Common Stock	09/04/2019		S ⁽¹⁾		296	D	\$25.1959	47,449	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	09/03/2019		M ⁽¹⁾			3,750	(5)	02/28/2026	Common Stock	3,750	\$0	7,503	D	
Stock Option (right to buy)	\$5.43	09/03/2019		M ⁽¹⁾			1,562	(6)	03/14/2026	Common Stock	1,562	\$0	3,648	D	
Stock Option (right to buy)	\$9.05	09/03/2019		M ⁽¹⁾			5,313	(7)	03/02/2027	Common Stock	5,313	\$0	31,875	D	
Stock Option (right to buy)	\$5.98	09/03/2019		M ⁽¹⁾			4,406	(8)	03/01/2028	Common Stock	4,406	\$0	44,063	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 \$24.81 to \$25.80. 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 \$25.81 to \$26.40. 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 reporting person is reporting the withholding of 292 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting of 588 Restricted Stock Units granted on March 2, 2018 and does not represent a sale by the reporting person.

5. The option becomes 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.
6. 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.
7. 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.
8. The option becomes 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

09/05/2019

** 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.