

| OMB APPROVAL                                 |           |
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**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

|   |  |  |   |  |  |  |
|---|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Kennedy Keith</u><br>_____<br>(Last) (First) (Middle)<br>6000 SHORELINE COURT, SUITE 300<br>_____<br>(Street)<br>SOUTH SAN FRANCISCO CA 94080<br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>VERACYTE, INC. [ VCYT ]</u> |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br>Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) _____<br>COO / CFO |  |
|   |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/02/2020                |  |  |  |
|   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                      |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 07/02/2020                           |  | M <sup>(1)</sup>               |   | 2,800   | A          | \$5.98                   | 158,398   | D  |   |
| Common Stock                    | 07/02/2020                           |  | S <sup>(1)</sup>               |   | 5,747   | D          | \$28.0216 <sup>(2)</sup> | 152,651   | D  |   |
| Common Stock                    | 07/06/2020                           |  | M <sup>(1)</sup>               |   | 10,075  | A          | \$5.98                   | 162,726   | D  |   |
| Common Stock                    | 07/06/2020                           |  | M <sup>(1)</sup>               |   | 22,167  | A          | \$7.47                   | 184,893   | D  |   |
| Common Stock                    | 07/06/2020                           |  | M <sup>(1)</sup>               |   | 15,416  | A          | \$9.05                   | 200,309   | D  |   |
| Common Stock                    | 07/06/2020                           |  | S <sup>(1)</sup>               |   | 80,677  | D          | \$28.2134 <sup>(3)</sup> | 119,632   | 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   | 07/02/2020                           |  | M <sup>(1)</sup>               |   |  | 2,800  | (4)  | 03/01/2028      | Common Stock  | 2,800                                      | \$0  | 47,092  | D  |       |
| Stock Option (right to buy)                | \$5.98   | 07/06/2020                           |  | M <sup>(1)</sup>               |   |  | 10,075 | (4)  | 03/01/2028      | Common Stock  | 10,075                                     | \$0  | 37,017  | D  |       |
| Stock Option (right to buy)                | \$7.47   | 07/06/2020                           |  | M <sup>(1)</sup>               |   |  | 22,167 | (5)  | 12/05/2026      | Common Stock  | 22,167                                     | \$0  | 22,223  | D  |       |
| Stock Option (right to buy)                | \$9.05   | 07/06/2020                           |  | M <sup>(1)</sup>               |   |  | 15,416 | (6)  | 03/02/2027      | Common Stock  | 15,416                                     | \$0  | 4,584   | 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 11, 2020.
- Represents weighted average sales price. Sale prices for the transactions range from \$28.00 to \$28.15. 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 \$28.00 to \$28.58. 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 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.
- The option began to vest on December 6, 2017 and vests at a rate of 1/36th per total number of shares subject to the award each month, subject to the continuing employment of the reporting person on the vesting date.
- 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.

/s/ Keith Kennedy

07/07/2020

\*\* 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.**