

Anderson Bonnie H
Form 4
February 28, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Anderson Bonnie H

2. Issuer Name and Ticker or Trading Symbol
VERACYTE, INC. [VCYT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6000 SHORELINE COURT, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
SOUTH SAN FRANCISCO, CA 94080

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 02/26/2019 | | M ⁽¹⁾ | | | 20,000 | A | \$ 2.68 | 96,541 | D | |
| Common Stock | 02/26/2019 | | S ⁽¹⁾ | | | 15,300 | D | \$ 20.7401 ⁽²⁾ | 81,241 | D | |
| Common Stock | 02/26/2019 | | S ⁽¹⁾ | | | 4,700 | D | \$ 21.5757 ⁽³⁾ | 76,541 | D | |
| Common Stock | 02/28/2019 | | A ⁽⁴⁾ | | | 30,000 | A | \$ 0 | 106,541 | D | |

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| | | | |
|--------------|--------|---|-------------------------------------|
| Common Stock | 99,085 | I | The Bonnie H. Anderson Living Trust |
|--------------|--------|---|-------------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|-------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (right to buy) | \$ 2.68 | 02/26/2019 | | M ⁽¹⁾ | | 20,000 | | ⁽⁵⁾ | 03/09/2022 | Common Stock | 20,000 |
| Stock Option (right to buy) | \$ 20.21 | 02/28/2019 | | A | | 225,000 | | ⁽⁶⁾ | 02/27/2029 | Common Stock | 225,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Anderson Bonnie H 6000 SHORELINE COURT SUITE 300 SOUTH SAN FRANCISCO, CA 94080 | X | | Chairman and CEO | |

Signatures

/s/ Keith Kennedy as attorney-in-fact

02/28/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) The transactions on this Form 4 were made pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 22, 2018.
- (2) Represents weighted average sales price. Sale prices for the transactions range from \$20.48 to \$21.40. 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.
- (3) Represents weighted average sales price. Sale prices for the transactions range from \$21.54 to \$21.63. 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.
- (4) Restricted stock units awarded on February 28, 2019 vest 25% on March 2, 2020 and 1/16 per quarter thereafter, based on continuing service on each vesting date.
- (5) The option is fully vested.
- (6) The option becomes exercisable as to 25% of the shares on February 28, 2020, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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