

Kennedy Keith
Form 4
March 04, 2019

FORM 4

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

OMB APPROVAL

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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 *
Kennedy Keith

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)
02/28/2019

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

(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 (D) Price		
Common Stock	02/28/2019		A		8,000 (1) \$ 0 40,603 (2)	D	
Common Stock	02/28/2019		A		32,000 (3) \$ 0 72,603	D	
Common Stock	03/02/2019		F		1,053 (4) \$ 0 71,550 (5)	D	

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 20.21	02/28/2019		A	60,000	(6) 02/27/2029	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy Keith 6000 SHORELINE COURT, SUITE 300 SOUTH SAN FRANCISCO, CA 94080			Chief Financial Officer	

Signatures

/s/ Keith Kennedy as attorney-in-fact
Date: 03/04/2019

**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) Restricted stock units awarded on February 28, 2019 vest 25% on March 2, 2020 and 1/16 per quarter thereafter subject to continuing employment of the Reporting Person on each vesting date.
- (2) Includes 2,244 shares acquired under the Issuer's employee stock purchase plan ("ESPP") on July 31, 2018 and 2,245 shares acquired under the ESPP on January 1, 2019.
- (3) Restricted stock units awarded on February 28, 2019 vest 25% on February 28, 2021 and 75% on February 28, 2022 subject to continuing employment of the Reporting Person on each vesting date.
- (4) The reporting person is reporting the withholding of 1,053 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting of 2,575 Restricted Stock Units granted on March 2, 2018. The reporting person did not sell or otherwise dispose of any of the shares reported on this Form 4.
- (5) Includes 2,244 shares of common stock purchased pursuant to the Veracyte, Inc. Employee Stock Purchase Plan on July 31, 2018 and 2,245 shares of common stock purchased pursuant to the Veracyte, Inc. Employee Stock Purchase Plan on January 31, 2019.

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- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.