Kennedy Keith Form 4 March 05, 2018

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

VERACYTE, INC. [VCYT]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

03/02/2018

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Kennedy Keith

(Last) (First)

(Middle)

6000 SHORELINE COURT, SUITE 300

(Street)

(State)

(Zip)

SOUTH SAN FRANCISCO, CA 94080

(City)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Director 10% Owner X_ Officer (give title Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person 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)	Execution Date, if any	Code	4. Securities Acquired on(A) or Disposed of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				(A) or	Reported Transaction(s)	(IIIsu: 4)	(IIIsti. 4)
			Code V	Amount (D) Price	(Instr. 3 and 4)		
Common Stock	03/02/2018		A	$\frac{10,300}{(1)}$ A \$0	28,114 (2)	D	

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

Symbol

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 1 9 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 5.98	03/02/2018		A	77,250	(3)	03/02/2028	Common Stock	77,250	

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 S. 03/05/2018 Kennedy

**Signature of Date
Reporting Person

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 (RSUs) awarded on March 2, 2018 vest 25% on March 2, 2019, and the remaining vest at a rate of 3/48 on each quarterly anniversary thereafter subject to continuing employment of the Reporting Person on each vesting date.
- (2) Includes 2,209 shares of common stock purchased pursuant to the Veracyte, Inc. Employee Stock Purchase Plan on January 31, 2018.
- (3) 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 employment 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.

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