

Kennedy Giulia C
Form 4
March 04, 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 *
Kennedy Giulia C

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Scientific & Med Officer

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

SOUTH SAN FRANCISCO, CA 94080

(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 or Price				
Common Stock	02/28/2019		A	(1)	8,000	\$ 0	17,400	D	
Common Stock	02/28/2019		A	(2)	32,000	\$ 0	49,400	D	
Common Stock	02/28/2019		M		397	\$ 10.45	49,797	D	
Common Stock	02/28/2019		M		11,667	\$ 8.86	61,464	D	
Common Stock	02/28/2019		M		8,749	\$ 6.45	70,213	D	

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Common Stock	02/28/2019	M	4,166	A	\$ 5.43	74,379	D
Common Stock	02/28/2019	M	12,396	A	\$ 9.05	86,775	D
Common Stock	02/28/2019	S	36,075	D	\$ <u>(3)</u> 20.4168	50,700	D
Common Stock	02/28/2019	S	1,300	D	\$ <u>(4)</u> 21.2833	49,400	D
Common Stock	02/28/2019	F	813 <u>(5)</u>	D	\$ 0	48,587	D

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

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(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 20.21	02/28/2019		A		60,000		<u>(6)</u>	02/27/2029	Common Stock	60,000
Stock Option (right to buy)	\$ 10.45	02/28/2019		M		397		<u>(7)</u>	09/15/2024	Common Stock	397
Stock Option (right to buy)	\$ 8.86	02/28/2019		M		11,667		<u>(8)</u>	03/01/2025	Common Stock	11,667
Stock Option (right to buy)	\$ 6.45	02/28/2019		M		8,749		<u>(9)</u>	02/28/2026	Common Stock	8,749

buy)

Stock

Option
(right to
buy)

\$ 5.43

02/28/2019

M

4,166

(10)

03/14/2026

Common
Stock

4,166

Stock

Option
(right to
buy)

\$ 9.05

02/28/2019

M

12,396

(11)

03/02/2027

Common
Stock

12,396

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Kennedy Giulia C
6000 SHORELINE COURT
SUITE 300
SOUTH SAN FRANCISCO, CA 94080

Chief Scientific & Med Officer

Signatures

/s/ Keith Kennedy as
attorney-in-fact

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) 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.

(3) Represents weighted average sales price. Sale prices for the transactions range from \$20.11 to \$21.10. 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) Represents weighted average sales price. Sale prices for the transactions range from \$21.14 to \$21.39. 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.

(5) The reporting person is reporting the withholding of 813 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting of 2,350 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.

(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.

(7) The option is fully vested and fully exercisable.

(8) The option becomes exercisable as to 25% of the shares on March 2, 2016, 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.

(9) 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.

(10)

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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.

- (11) 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.

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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