

VERACYTE, INC.  
Form 3  
October 29, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>^ EASTHAM KARIN</p> <p>(Last) (First) (Middle)</p> <p>VERACYTE, INC., ^ 7000 SHORELINE COURT, SUITE 250</p> <p>(Street)</p> <p>SOUTH SAN FRANCISCO, ^ CA ^ 94080</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/29/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>VERACYTE, INC. [VCYT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	12/05/2022	Common Stock	6,250	\$ 4	D	Â
Stock Option (right to buy)	Â (2)	10/01/2023	Common Stock	33,750	\$ 12.12	D	Â
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	13,227	\$ (3)	I	By the Karin Eastham Defined Benefit Plan

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EASTHAM KARIN VERACYTE, INC. 7000 SHORELINE COURT, SUITE 250 SOUTH SAN FRANCISCO, CA 94080	Â X	Â	Â	Â

## Signatures

/s/ Karin Eastham 10/29/2013

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 options vest at a rate of 1/12th of the total number of shares subject to the option for each month of continuous service from December 6, 2012, the grant date.  
The option award is immediately exercisable, subject to the Issuer's right of repurchase. The options vest as to 1/4 of the total number of shares subject to the option on October 2, 2014, and the remaining shares vest at a rate of 1/48th of the total number of shares subject to the option for each month of continuous service thereafter.
- (2)
- (3) Each outstanding share of convertible preferred stock will automatically convert into 0.25 shares of common stock upon closing of the Issuer's initial public offering and has no expiration date.

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.