

VERACYTE, INC.  
Form 4  
November 04, 2013

**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 \*  
ATWOOD BRIAN G

(Last) (First) (Middle)

3000 SAND HILL ROAD, BUILDING FOUR, SUITE 210

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/04/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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)	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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/04/2013		C		3,594,989	A	(1) 3,594,989	I	By Versant Venture Capital III, L.P. (2)
Common Stock	11/04/2013		C		21,232	A	(1) 21,232	I	By Versant Side Fund III, L.P. (2)

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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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(1)	11/04/2013		C		7,190,864		(1)	(1)	Common Stock	1,797,1
Series A Convertible Preferred Stock	(1)	11/04/2013		C		42,469		(1)	(1)	Common Stock	10,6
Series B Convertible Preferred Stock	(1)	11/04/2013		C		3,992,420		(1)	(1)	Common Stock	998,1
Series B Convertible Preferred Stock	(1)	11/04/2013		C		23,580		(1)	(1)	Common Stock	5,89
Series C Convertible Preferred Stock	(1)	11/04/2013		C		3,196,673		(1)	(1)	Common Stock	799,1
Series C Convertible Preferred	(1)	11/04/2013		C		18,880		(1)	(1)	Common Stock	4,72

Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATWOOD BRIAN G 3000 SAND HILL ROAD BUILDING FOUR, SUITE 210 MENLO PARK, CA 94025	X	X		

## Signatures

/s/ Brian G.  
Atwood

11/04/2013

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) Each outstanding share of convertible preferred stock automatically converted into 0.25 shares of common stock upon closing of the Issuer's initial public offering and has no expiration date.
- The Reporting Person is a managing member of Versant Ventures III, LLC which is the sole general partner of Versant Venture Capital III, L.P. ("Versant Capital") and Versant Side Fund III, L.P. ("Versant Side Fund"). The Reporting Person, along with the other managing members of Versant Ventures III, LLC, has voting and dispositive power with respect to these shares. The Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.

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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