

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Kennedy Giulia C</u> _____ (Last) (First) (Middle) 6000 SHORELINE COURT SUITE 300 _____ (Street) SOUTH SAN FRANCISCO CA 94080 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>VERACYTE, INC. [VCYT]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Scientific & Med Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/05/2022</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	08/05/2022		A ⁽¹⁾		10,702	A	\$0	71,055	D	
Common Stock	08/05/2022		M ⁽²⁾		2	A	\$10.45	71,057	D	
Common Stock	08/05/2022		M ⁽²⁾		2	A	\$6.45	71,059	D	
Common Stock	08/05/2022		M ⁽²⁾		1	A	\$5.43	71,060	D	
Common Stock	08/05/2022		S ⁽²⁾		1,028	D	\$26.54	70,032	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Stock Option (right to buy)	\$27.9	08/05/2022		A		18,248		(3)	08/05/2032	Common Stock	18,248	\$0	18,248	D	
Stock Option (right to buy)	\$10.45	08/05/2022		M ⁽²⁾			2	(4)	09/15/2024	Common Stock	2	\$0	0	D	
Stock Option (right to buy)	\$6.45	08/05/2022		M ⁽²⁾			2	(4)	02/28/2026	Common Stock	2	\$0	0	D	
Stock Option (right to buy)	\$5.43	08/05/2022		M ⁽²⁾			1	(4)	03/14/2026	Common Stock	1	\$0	0	D	

Explanation of Responses:

- Restricted stock units awarded on August 5, 2022 vest 1/3rd on September 2, 2023 and 1/12th per quarter thereafter subject to continuing employment of the Reporting Person on each vesting date.
- The transactions on this Form 4 were made pursuant to a Rule 10b5-1 plan adopted by the reporting person on June 14, 2022.
- The option becomes exercisable as to 1/3rd of the shares on August 5, 2023, and the remaining shares vest at a rate of 1/36th of the total number of shares subject to the award for each month of continuous service thereafter.
- The option is fully vested.

Remarks:

/s/ Jonathan Wygant as attorney-in-fact 08/09/2022

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Exhibit 24
LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Rebecca Chambers, Jonathan Wygant, Annie McGuire and Alex Tull, as long as they are providing

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4 and 5
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such F
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of ben

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever

The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to e

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of June, 2022.

/s/ Giulia Kennedy
Name: Giulia Kennedy