

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

VERACYTE, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

Your **Vote** Counts!

VERACYTE, INC.

2023 Annual Meeting

Vote by June 7, 2023

11:59 PM ET



VERACYTE, INC.
C/O BRADENRIDGE
RD. BOX 1342
MONTWOOD, NY 11717



V07562-P91725

You invested in VERACYTE, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 8, 2023.**

Get informed before you vote

View the Notice & Proxy Statement and Annual Report/10K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 25, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

June 8, 2023
10:00 AM PDT

Virtually at:
www.virtualshareholdermeeting.com/VCYT2023

*Please check the meeting materials for any special requirements for meeting attendance.

VI.1

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. The election of two Class I directors to serve until the 2026 Annual Meeting of Stockholders or until their successors are duly elected and qualified. Nominees:	
1a. Robert S. Epstein	✓ For
1b. Evan Jones	✓ For
2. The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2023.	✓ For
3. The approval, on a non-binding advisory basis, of the compensation of our named executive officers, as disclosed in our proxy statement.	✓ For
4. The approval of the new Veracyte, Inc. 2023 Equity Incentive Plan.	✓ For
5. The adoption of an amendment to our existing restated certificate of incorporation in order to declassify our Board of Directors and make other related changes.	✓ For
6. The adoption of an amendment to our existing restated certificate of incorporation to permit exculpation of officers by Veracyte from personal liability for certain breaches of the duty of care.	✓ For
NOTE: In his or her discretion, the Proxies are authorized to vote upon such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".