

VERACYTE, INC.  
Form S-1MEF  
October 30, 2013

As filed with the Securities and Exchange Commission on October 30, 2013.

Registration No. 333-

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Form S-1

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

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## VERACYTE, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**8071**  
(Primary Standard Industrial  
Classification Code Number)

**20-5455398**  
(I.R.S. Employer  
Identification No.)

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**7000 Shoreline Court, Suite 250**  
**South San Francisco, California 94080**

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(650) 243-6300

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Bonnie H. Anderson**

**President and Chief Executive Officer**

**7000 Shoreline Court, Suite 250**

**South San Francisco, California 94080**

**(650) 243-6300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**Stanton D. Wong**  
**Gabriella A. Lombardi**  
**Heidi E. Mayon**

Pillsbury Winthrop Shaw Pittman LLP  
Four Embarcadero Center, 22nd Floor  
San Francisco, California 94111

**Shelly D. Guyer**  
Chief Financial Officer  
Veracyte, Inc.

7000 Shoreline Court, Suite 250  
South San Francisco, California 94080

**William H. Hinman**

Simpson Thacher & Bartlett LLP  
2475 Hanover Street  
Palo Alto, California 94304

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**Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-191282

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  
 Non-accelerated filer  
 (Do not check if a smaller reporting company)

Accelerated filer  
 Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee (2)
Common Stock, par value \$0.001 per share	345,000	\$ 13.00	\$ 4,485,000	\$ 577.67

(1) Represents only the additional number of shares of the Registrant's common stock being registered and includes shares that the underwriters have the option to purchase to cover over-allotments, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-191282) (the Prior Registration Statement), which was declared effective by the Securities and Exchange Commission on October 29, 2013.

(2) Calculated in accordance with Rule 457(a) under the Securities Act of 1933 (the Securities Act), based on the proposed maximum aggregate offering price. The Registrant previously registered 5,405,000 shares of its common stock pursuant to the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act, an additional 345,000 shares of the Registrant's common stock are being registered, which includes 45,000 shares that the underwriters have the option to purchase to cover over-allotments, if any.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.**

**EXPLANATORY NOTE**

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the Commission ) pursuant to Rule 462(b) under the Securities Act of 1933 by Veracyte, Inc. (the Registrant ). This Registration Statement incorporates by reference the contents of, including all exhibits, the Registrant s Registration Statement on Form S-1, as amended (File No. 333-191282) (the Prior Registration Statement ), which was declared effected by the Commission on October 29, 2013.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Registrant by 345,000 shares, which includes 45,000 shares of common stock that the underwriters have the option to purchase to cover over-allotments, if any.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 30th day of October, 2013.

VERACYTE, INC.

By

/s/ Shelly D. Guyer  
**Shelly D. Guyer**

**Chief Financial Officer**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
* Bonnie H. Anderson	President, Chief Executive Officer (Principal Executive Officer) and Director	October 30, 2013
/s/ Shelly D. Guyer Shelly D. Guyer	Chief Financial Officer (Principal Financial and Accounting Officer)	October 30, 2013
* Brian G. Atwood	Chairman of Board of Directors	October 30, 2013
* Brook H. Byers	Director	October 30, 2013
* Fred E. Cohen, M.D., D.Phil.	Director	October 30, 2013
* Samuel D. Colella	Director	October 30, 2013
* Karin Eastham	Director	October 30, 2013
* Evan Jones	Director	October 30, 2013
* Jesse I. Treu, Ph.D.	Director	October 30, 2013

\*By: /s/ Shelly D. Guyer  
Shelly D. Guyer  
Attorney-in-Fact



**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
5.1*	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
24.1**	Power of Attorney.

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\* Previously filed as Exhibit 5.1 to the Prior Registration Statement and incorporated by reference herein.

\*\* Previously filed on the signature page to the Prior Registration Statement.