

**VERACYTE, INC.**  
Reported by  
**KLEINER PERKINS CAUFIELD & BYERS XII, LLC**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 03/14/17 for the Period Ending 03/10/17

Address 6000 SHORELINE COURT, SUITE 300  
SOUTH SAN FRANCISCO, CA 94080  
Telephone (650) 243-6300  
CIK 0001384101  
Symbol VCYT  
Fiscal Year 12/31

# FORM 4

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

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[ X ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>KLEINER PERKINS CAUFIELD &amp; BYERS XII, LLC</b>  (Last) (First) (Middle)  <b>2750 SAND HILL ROAD</b>  (Street)  <b>MENLO PARK, CA 94025</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>VERACYTE, INC. [ VCYT ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/10/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/10/2017		J		750000	D	\$0	2801929	I	KPCB Holdings, Inc., As Nominee

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- ( Represents a pro-rata in-kind distribution of Common Stock of the Issuer without consideration to the members of Kleiner Perkins Caufield & Byers XII,
  - 1) LLC and KPCB XII Founders Fund, LLC and a change in the form of beneficial ownership for individuals and entities associated with Kleiner Perkins Caufield & Byers.
  - ( Consists of shares beneficially owned by Kleiner Perkins Caufield & Byers XII, LLC, or KPCB XII; shares beneficially owned by KPCB XII Founders Fund,
    - 2) LLC, or KPCB XII FF; and shares beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers. All shares are held for convenience in the name of "KPCB Holdings, Inc. as Nominee" for the accounts of such individuals and entities who each exercise their own voting and dispositive power over such shares. The managing member of KPCB XII and KPCB XII FF is KPCB XII Associates, LLC ("KPCB XII Associates"). Brook H. Byers, L. John Doerr, Raymond J. Lane and Theodore E. Schlein, the managers of KPCB XII Associates, exercise shared voting and dispositive power over the shares directly held by KPCB XII and KPCB XII FF.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEINER PERKINS CAUFIELD & BYERS XII, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		
KPCB XII Founders Fund, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		
KPCB XII Associates, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		

**Signatures**

/s/ Susan Biglieri, Chief Financial Officer

\*\*  
—Signature of Reporting Person

3/14/2017

Date

/s/ Susan Biglieri, Chief Financial Officer

\*\*  
—Signature of Reporting Person

3/14/2017

Date

/s/ Susan Biglieri, Chief Financial Officer

\*\*  
—Signature of Reporting Person

3/14/2017

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.

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