

VERACYTE, INC.  
Form 8-K  
July 26, 2018

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 25, 2018**

**VERACYTE, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36156**  
**(Commission**

**File Number)**

**20-5455398**  
**(IRS Employer**

**Identification No.)**

**6000 Shoreline Court, Suite 300**

**94080**

**South San Francisco, California**  
**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (650) 243-6300**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01. Entry into a Material Definitive Agreement.**

On July 25, 2018, Veracyte, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Leerink Partners LLC and William Blair & Company L.L.C., as representatives of the several underwriters named therein (collectively, the Underwriters), relating to the public offering of 5,000,000 shares of the Company's common stock, par value \$0.001 per share (the Shares), at a public offering price of \$10.25 per share (the Offering). The Offering is expected to close on or about July 30, 2018, subject to customary closing conditions. The Company has granted the Underwriters an option, exercisable within 30 days from the date of the Underwriting Agreement, to purchase up to 750,000 additional Shares. The Offering is being made pursuant to the Company's effective shelf registration statement on Form S-3 (File No. 333-224576) previously filed with the Securities and Exchange Commission (the SEC), including the related prospectus dated May 11, 2018, as supplemented by the prospectus supplement dated July 25, 2018.

The Company estimates that net proceeds from the Offering will be approximately \$47.9 million, after deducting underwriting discounts and commissions and estimated Offering expenses, and assuming no exercise of the Underwriters' option to purchase additional shares. The Company intends to use the net proceeds from the Offering for working capital and other general corporate purposes. The Company may also use a portion of the net proceeds from the offering to acquire or invest in complementary businesses, technologies or other assets, although it has no present commitments or agreements to do so.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement. A copy of the Underwriting Agreement is filed with this Current Report on Form 8-K as Exhibit 1.1 and is incorporated herein by reference.

A copy of the opinion of Fenwick & West LLP, relating to the validity of the Shares in connection with the Offering, is filed with this Current Report on Form 8-K as Exhibit 5.1.

**Item 8.01. Other Events.**

On July 25, 2018, the Company issued a press release announcing the pricing of the Offering. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>                                       |
|--------------------|---|
| 1.1                | <u>Underwriting Agreement dated July 25, 2018.</u>                  |
| 5.1                | <u>Opinion of Fenwick &amp; West LLP.</u>                           |
| 23.1               | <u>Consent of Fenwick &amp; West LLP (included in Exhibit 5.1).</u> |
| 99.1               | <u>Press Release dated July 25, 2018.</u>                           |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 26, 2018

VERACYTE, INC.

By: /s/ Keith Kennedy

Name: Keith Kennedy

Title: Chief Financial Officer