

VERACYTE, INC.
Form 4
November 06, 2013

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
TPG Group Holdings (SBS) Advisors, Inc.

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VERACYTE, INC. [VCYT]

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/04/2013		C		3,551,929	A	<u>(2)</u> <u>(3)</u> 3,551,929

See Explanation of Responses (1) (4) (5)

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

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(2) (3)	11/04/2013		C	7,033,333	(2)(3)	(2)(3)	Common Stock	1,758,
Series B Convertible Preferred Stock	(2) (3)	11/04/2013		C	4,016,000	(2)(3)	(2)(3)	Common Stock	1,004,
Series C Convertible Preferred Stock	(2) (3)	11/04/2013		C	3,158,385	(2)(3)	(2)(3)	Common Stock	789,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		
COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		

Signatures

/s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (6)	11/06/2013
__Signature of Reporting Person	Date
/s/ Ronald Cami, on behalf of David Bonderman (6) (7)	11/06/2013
__Signature of Reporting Person	Date
/s/ Ronald Cami, on behalf of James G. Coulter (6) (7)	11/06/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG Biotechnology GenPar II Advisors, LLC, which is the general partner of TPG Biotechnology GenPar II, L.P., which is the general partner of TPG Biotechnology Partners II, L.P. ("TPG Biotech II"), which directly holds 3,551,929 shares of Common Stock ("Common Stock") of Veracyte, Inc. (the "Issuer").
- (2) On November 4, 2013, the (a) shares of Series A Convertible Preferred Stock of the Issuer (the "Series A Preferred") held by TPG Biotech II automatically converted into 1,758,333 shares of Common Stock, (b) shares of Series B Convertible Preferred Stock of the Issuer (the "Series B Preferred") held by TPG Biotech II automatically converted into 1,004,000 shares of Common Stock and (c) shares of Series C Convertible Preferred Stock of the Issuer (the "Series C Preferred") held by TPG Biotech II automatically converted into 789,596 shares of Common Stock.
- (3) Pursuant to the Fourth Amended and Restated Certificate of Incorporation of the Issuer, as amended, the shares of Series A Preferred, Series B Preferred and Series C Preferred had been convertible, at the option of the holder, at any time into shares of Common Stock of the Issuer, at initial conversion rates in each case equal to one share of Common Stock per share of Preferred Stock. The initial conversion rates have been adjusted as a result of a 4-for-1 reverse stock split of the Issuer's Common Stock.
- (4) Because of the relationship between the Reporting Persons and TPG Biotech II, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG Biotech II. Each of TPG Biotech II and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of TPG Biotech II's or such Reporting Person's pecuniary interest therein, if any.
- (5) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(6) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (7) Ronald Cami is

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.