

VERACYTE, INC.
Form SC 13G
February 14, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. _____)*

Veracyte, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

92337F107
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index on Page 8

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1 NAME OF REPORTING PERSONS Kleiner Perkins Caufield & Byers XII, LLC ("KPCB XII")
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) (b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES

BENEFICIALLY

OWNED BY EACH 5 SOLE VOTING POWER
3,174,484 shares, except that KPCB XII Associates, LLC
("Associates"), the managing member of KPCB XII, may be deemed to have sole power to vote
these shares.

REPORTING
PERSON

WITH

6 SHARED VOTING POWER
See response to row 5.
7 SOLE DISPOSITIVE POWER
73,174,484 shares, except that Associates, the managing member of KPCB XII, may be deemed
to have sole power to dispose of these shares.
8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 3,174,484
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.1%

12TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSONS KPCB XII Founders Fund, LLC ("KPCB XII Founders")
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) (b)

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

NUMBER OF

SHARES

BENEFICIALLY

SOLE VOTING POWER

OWNED BY
EACH

⁵ 45,695 shares, except that Associates, the managing member of KPCB XII Founders, may be deemed to have sole power to vote these shares.

REPORTING

PERSON

WITH

SHARED VOTING POWER

⁶ See response to row 5.

SOLE DISPOSITIVE POWER

⁷ 45,695 shares, except that Associates, the managing member of KPCB XII, may be deemed to have sole power to dispose of these shares.

⁸ SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 REPORTING PERSON 45,695

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11
0.2%

12 TYPE OF REPORTING PERSON OO

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1 NAME OF REPORTING PERSONS KPCB XII Associates, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) (b)

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

NUMBER OF
SHARES

BENEFICIALLY SOLE VOTING POWER

OWNED BY EACH 3,220,179 shares, of which 3,174,484 are directly owned by KPCB XII and 45,695 are directly
5 owned by KPCB XII Founders. Associates, the managing member of KPCB XII and KPCB XII
Founders, may be deemed to have sole power to vote these shares.

REPORTING
PERSON

WITH SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

3,220,179 shares, of which 3,174,484 are directly owned by KPCB XII and 45,695 are directly
7 owned by KPCB XII Founders. Associates, the managing member of KPCB XII and KPCB XII
Founders, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 REPORTING PERSON 3,220,179

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11
15.3%

12 TYPE OF REPORTING PERSON OO

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ITEM 1(A). NAME OF ISSUER

Veracyte, Inc. (the “Issuer”)

ITEM 1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

7000 Shoreline Court, Suite 250

South San Francisco, California 94080

ITEM 2(A). NAME OF PERSONS FILING

This Schedule is filed by Kleiner Perkins Caufield & Byers XII, LLC, a Delaware limited liability company, KPCB XII Founders Fund, LLC, a Delaware limited liability company, and KPCB XII Associates, LLC, a Delaware limited liability company. The foregoing entities are collectively referred to as the “Reporting Persons.”

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

2750 Sand Hill Road

c/o Kleiner Perkins Caufield & Byers

Menlo Park, California 94025

ITEM 2(C). CITIZENSHIP

See Row 4 of cover page for each Reporting Person.

ITEM 2(D). TITLE OF CLASS OF SECURITIES

Common Stock, \$.001 par value

ITEM 2(E). CUSIP NUMBER

92337F107

ITEM 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2013:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited liability company agreements of the Reporting Persons, the members of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by each such entity of which they are a member.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014

KLEINER PERKINS
CAUFIELD & BYERS
XII, LLC, a
Delaware limited liability
company

KPCB XII ASSOCIATES,
LLC, a Delaware limited
liability company, its
managing member

By: /s/ Theodore E. Schlein
Theodore E. Schlein
Managing Member

KPCB XII FOUNDERS
FUND, LLC, a Delaware
limited
liability company

KPCB XII ASSOCIATES,
LLC, a Delaware limited
liability company, its
managing member

By: /s/ Theodore E. Schlein
Theodore E. Schlein
Managing Member

KPCB XII ASSOCIATES,
LLC, a Delaware limited

liability company

By: /s/ Theodore E. Schlein
Theodore E. Schlein
Managing Member

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EXHIBIT INDEX

Exhibit	Found on	Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	9	

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 14, 2014

KLEINER PERKINS
CAUFIELD & BYERS
XII, LLC, a
Delaware limited liability
company

KPCB XII ASSOCIATES,
LLC, a Delaware limited
liability company, its
managing member

By: /s/ Theodore E. Schlein
Theodore E. Schlein
Managing Member

KPCB XII FOUNDERS
FUND, LLC, a Delaware
limited
liability company

KPCB XII ASSOCIATES,
LLC, a Delaware limited
liability company, its
managing member

By: /s/ Theodore E. Schlein

Theodore E. Schlein
Managing Member

KPCB XII ASSOCIATES,
LLC, a Delaware limited
liability company

By: /s/ Theodore E. Schlein
Theodore E. Schlein
Managing Member