

VERACYTE, INC.
Form SC 13G/A
February 16, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

VERACYTE INC

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

92337F107

(CUSIP Number)

ACUTA CAPITAL PARTNERS LLC, 1301 SHOREWAY ROAD, SUITE 350, BELMONT CA 94002

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 31, 2016

(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)

* 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).

CUSIP No. 92337F107 13G Page 2 of 6 Pages

NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

ACUTA CAPITAL PARTNERS LLC 45-2817402

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
 (b)
 SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. STATE OF DELAWARE

SOLE VOTING POWER

5.

NUMBER OF 3,513,161

SHARES SHARED VOTING POWER

BENEFICIALLY^{6.}

OWNED BY

EACH SOLE DISPOSITIVE POWER

REPORTING 7.

PERSON WITH 3,513,161

SHARED DISPOSITIVE POWER

8.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 3,513,161

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

10.7%

TYPE OF REPORTING PERSON

12.

IA

CUSIP No. 92337F107 13G Page 3 of 6 Pages

Item 1.

(a) Name of Issuer
VERACYTE INC

Address of Issuer's Principal Executive Offices
(b) 6000 SHORELINE COURT, SUITE 300
SOUTH SAN FRANCISCO, CA 94080

Item 2.

Name of Person Filing
(a) ACUTA CAPITAL PARTNERS LLC

Address of the Principal Office or, if none, residence
(b) 1301 SHOREWAY ROAD, SUITE 350,
BELMONT, CA, 94002

(c) Citizenship
USA

(d) Title of Class of Securities
COMMON SHARES

(e) CUSIP Number
92337F107

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

Edgar Filing: VERACYTE, INC. - Form SC 13G/A

- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

CUSIP No. 92337F107 13G Page 4 of 6 Pages

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 3,513,161
- (b) Percent of class: 10.7%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 3,513,161
 - (ii) Shared power to vote or to direct the vote 0
 - (iii) Sole power to dispose or to direct the disposition of 3,513,161
 - (iv) Shared power to dispose or to direct the disposition of 0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Item 8. Identification and Classification of Members of the Group.

Item 9. Notice of Dissolution of Group.

CUSIP No. 92337F107 13G Page 5 of 6 Pages

Item 10. Certification.

(a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 92337F107 13G Page 6 of 6 Pages

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.

02/16/2017

Date

/s/ Manfred Yu

Signature

Manfred Yu, CCO & COO

Name/Title

