

Levine Mitchell S
 Form 4
 June 15, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Levine Mitchell S

(Last) (First) (Middle)
 1010 ATLANTIC AVE, SUITE 102
 (Street)

ALAMEDA, CA 94501

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 OncoCyte Corp [OCX]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/13/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------------------|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Option to Purchase Common Stock | \$ 2.55 | 06/13/2018 | A | 45,000 | | | | | <u>(1)</u> | 06/12/2028 | Common Stock | 45,000 |
| Option to Purchase Common Stock | \$ 2.35 | | | | | | | | <u>(2)</u> | 05/22/2028 | Common Stock | 50,000 |
| Option to Purchase Common Stock | \$ 2.35 | | | | | | | | <u>(3)</u> | 05/22/2028 | Common Stock | 125,000 |
| Option to Purchase Common Stock | \$ 5.9 | | | | | | | | <u>(4)</u> | 11/14/2027 | Common Stock | 200,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Levine Mitchell S 1010 ATLANTIC AVE, SUITE 102 ALAMEDA, CA 94501 | | | Chief Financial Officer | |

Signatures

/s/Mitchell S.
Levine
06/15/2018
Date

**Signature of Reporting Person

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) One half of the options shall vest upon acceptance of the completion of the clinical validation study manuscript for OncoCyte's DetermaVu product candidate, and the balance shall vest upon the start of the clinical utility study for OncoCyte's DetermaVu product candidate.
 - (2) One quarter of the options shall vest on the one-year anniversary of the grant date and the balance shall vest thereafter in 36 equal monthly installments.

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(3) These options vest as to one-third of the shares on each of the completion of the clinical utility study for OncoCyte's DetermaVu product candidate, the filing of the Medicare dossier for the Medicare local coverage determination, and obtaining a Medicare local coverage determination for OncoCyte's DetermaVu product candidate.

(4) One quarter of the options shall vest on November 14, 2018, subject to the completion of 12 months of continuous employment from the date of grant, and the balance shall vest in 36 monthly installments upon the completion of each month of continuous employment from the first anniversary of the date of grant.

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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