

ANNETT WILLIAM
Form 4
June 01, 2018

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 *
ANNETT WILLIAM

(Last) (First) (Middle)
1010 ATLANTIC AVENUE, 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)
05/23/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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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SEC 1474
(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	\$ 2.35	05/23/2018	A	180,000					(1)	05/22/2028	Common Stock	180,000
Option to Purchase Common Stock	\$ 4.7								(2)	02/16/2027	Common Stock	225,000
Option to Purchase Common Stock	\$ 3.06								(3)	02/15/2026	Common Stock	250,000
Option to Purchase Common Stock	\$ 2.2								(4)	06/15/2025	Common Stock	605,000
Option to Purchase Common Stock	\$ 2.2								(5)	01/08/2025	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANNETT WILLIAM 1010 ATLANTIC AVENUE SUITE 102 ALAMEDA, CA 94501	X		President and CEO	

Signatures

/s/William Annett
 Date: 06/01/2018
 **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).

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- One quarter of the options shall vest upon completion of the clinical utility study for OncoCyte's DetermaVu product candidate and
- (1) OncoCyte has received a publication date for a full article describing those results, and the balance shall vest upon obtaining a Medicare local coverage determination for OncoCyte's DetermaVu product candidate.
 - (2) One quarter of the options vested on February 16, 2018, and the balance shall vest thereafter in 36 monthly installments upon the completion of each month of continuous employment.
 - (3) One quarter of the options vested on February 15, 2017, and the balance shall vest thereafter in 36 monthly installments upon the completion of each month of continuous employment.
 - (4) One quarter of the options vested on June 15, 2016, and the balance shall vest thereafter in 36 monthly installments upon the completion of each month of continuous employment.
 - (5) Became exercisable in two equal installments based upon continued service on the board of directors from the date of grant on January 9, 2015.

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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