MECHEM KRISTINE C.
Form 4
June 11, 2018

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MECHEM KRISTINE C.

(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)
06/07/2018

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)
VP of Marketing

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (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)

(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	$ 2.85	06/07/2018		A		50,000		(1)	06/06/2028	Common Stock	50,000
Option to Purchase Common Stock	$ 2.35							(2)	05/22/2028	Common Stock	125,000
Option to Purchase Common Stock	$ 4.7							(3)	02/16/2027	Common Stock	67,500
Option to Purchase Common Stock	$ 3.06							(4)	02/15/2026	Common Stock	60,000
Option to Purchase Common Stock	$ 3.16							(5)	08/03/2025	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MECHEM KRISTINE C. 1010 ATLANTIC AVENUE SUITE 102 ALAMEDA, CA 94501			VP of Marketing	

Signatures

/s/Kristine C. Mechem	06/11/2018
**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) One half of these options shall vest on the filing of the Medicare dossier for the Medicare local coverage determination for OncoCyte's DetermaVu product candidate, subject to continuous employment on such date, and the balance shall vest on the date of return from sabbatical and obtaining a Medicare local coverage determination for OncoCyte's DetermaVu product candidate, subject to continuous employment on such date.

(2) 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.

(3) 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.

(4) 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.

(5) One quarter of the options vested on August 3, 2016, and the balance shall vest thereafter in 36 monthly installments upon the completion of each month of continuous employment.

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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