

Levine Mitchell S  
Form 4  
June 01, 2018

**FORM 4**

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

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

## OMB APPROVAL

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response... 0.5

(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

OncoCyt 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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | 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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information contained in this form are not  
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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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| (Instr. 3)                               | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Code | V | (A)     | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount of<br>Number of<br>Shares |
|------------------------------------------|------------------------------------|------------------|------------|---------------------------------------------------------------|------|---|---------|-----|---------------------|--------------------|-----------------|----------------------------------|
| Option to<br>Purchase<br>Common<br>Stock | \$ 2.35                            | 05/23/2018       |            | A                                                             |      |   | 50,000  |     | (1)                 | 05/22/2028         | Common<br>Stock | 50,000                           |
| Option to<br>Purchase<br>Common<br>Stock | \$ 2.35                            | 05/23/2018       |            | A                                                             |      |   | 125,000 |     | (2)                 | 05/22/2028         | Common<br>Stock | 125,000                          |
| Option to<br>Purchase<br>Common<br>Stock | \$ 5.9                             |                  |            |                                                               |      |   |         |     | (3)                 | 11/14/2027         | Common<br>Stock | 200,000                          |

## Reporting Owners

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

## Signatures

/s/Mitchell S.  
Levine 06/01/2018

\*\*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 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.

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 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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