

Levine Mitchell S
Form 4
June 15, 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

OMB
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(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)

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 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	(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	\$ 2.55	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

__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).
 - One half of the options shall vest upon acceptance of the completion of the clinical validation study manuscript for OncoCyte's
 - (1) 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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- 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.
- (4)

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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