

ANNETT WILLIAM  
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

OMB  
Number: 3235-0287  
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response... 0.5

(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  
OncoCyt Corp [OCX]

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

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 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 o Number o Shares
Option to Purchase Common Stock	\$ 2.35	05/23/2018	A		180,000		<u>(1)</u>	05/22/2028	Common Stock	180,000
Option to Purchase Common Stock	\$ 4.7						<u>(2)</u>	02/16/2027	Common Stock	225,000
Option to Purchase Common Stock	\$ 3.06						<u>(3)</u>	02/15/2026	Common Stock	250,000
Option to Purchase Common Stock	\$ 2.2						<u>(4)</u>	06/15/2025	Common Stock	605,000
Option to Purchase Common Stock	\$ 2.2						<u>(5)</u>	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

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).

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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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