OncoCyte Corp
Form 10-K/A
May 24, 2016

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

FORM 10-K/A-1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from_____ to _____

Commission file number 1-37648

OncoCyte Corporation
(Exact name of registrant as specified in its charter)

California	27-1041563
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1010 Atlantic Avenue, Suite 102
Alameda, California 94501
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (510) 775-0515

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of exchange on which registered
Common Stock, no par value	NYSE MKT

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes No

The Registrant's common stock did not have a market price as of the last day of the Registrant's second fiscal quarter, therefore the aggregate market value of the outstanding shares of common stock as of such date cannot be calculated.

As of March 23, 2016, there were outstanding 25,411,800 shares of common stock, no par value.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for 2016 Annual Meeting of Shareholders are incorporated by reference in Part III

EXPLANATORY NOTE

OncoCyte Corporation. ("OncoCyte") is filing this Amendment No. 1 (the "Amendment") to its Annual Report on Form 10-K for the period ended December 31, 2015, as originally filed with the Securities and Exchange Commission on March 30, 2016 (the "Original Filing"), for the sole purpose of filing a revised redacted version of Exhibit 10.21, reflecting changes to OncoCyte’s confidential treatment request with respect to certain portions of the exhibit. No other changes have been made to the Original Filing or any other exhibits.

This Amendment does not reflect events occurring after the date of the Original Filing or modify or update any disclosures that may have been affected by subsequent events.

Item 15. Exhibits, Financial Statement Schedules

(a-1) Financial Statements.

The following financial statements of OncoCyte Corporation are filed in the Form 10-K:

Balance Sheets
Statements of Operations
Statements of Comprehensive Loss
Statements of Shareholders' Equity (Deficit)
Statements of Cash Flows

Notes to Financial Statements

(a-2) Financial Statement Schedules

All schedules are omitted because the required information is inapplicable or the information is presented in the financial statements or the notes thereto.

(a-3) Exhibits.

Exhibit Numbers	Exhibit Description
3.1	Articles of Incorporation, as amended (1)
3.2	By-Laws, as amended (1)
4.1	Specimen of Common Stock Certificate (2)
10.1	Shared Facilities Agreement, dated October 8, 2009 between OncoCyte Corporation and BioTime, Inc. (1)
10.2	Stock Option Plan, as amended (1)
10.3	Form of Employee Incentive Stock Option Agreement (1)
10.4	Form of Director/Consultant Option Agreement (1)
10.5	Employment Agreement, dated April 1, 2011, between OncoCyte Corporation and Karen Chapman (1)
10.6	Employment Agreement, dated June 15, 2015, between OncoCyte Corporation and William Annett (1)
10.7	Employment Agreement, dated August 1, 2015, between OncoCyte Corporation and Kristine Mechem (1)
10.8	Registration Rights Agreement dated October 15, 2009 (1)
10.9	Amendment of Registration Rights Agreement, dated August 23, 2011 (1)

10.10	Second Amendment of Registration Rights Agreement, dated May 8, 2015 (1)
10.11	Subscription Agreement, dated May 8, 2015, between OncoCyte Corporation and George Karfunkel (1)
10.12	Subscription Agreement, dated May 8, 2015, between OncoCyte Corporation and Bernard Karfunkel (1)
10.13	Convertible Promissory Note, dated May 8, 2015, payable to BioTime, Inc. (1)
10.14	Agreement, dated June 26, 2015, between OncoCyte Corporation and George Karfunkel and Bernard Karfunkel (1)
10.15	Sponsored Research Agreement, dated September 18, 2013, between OncoCyte Corporation and The Wistar Institute of Anatomy and Biology (Portions of this exhibit have been omitted pursuant to a request for confidential treatment) (1)
10.16	First Amendment to the Sponsored Research Agreement, dated August 6, 2015, between OncoCyte Corporation and The Wistar Institute of Anatomy and Biology (Portions of this exhibit have been omitted pursuant to a request for confidential treatment) (1)
10.17	Subscription Agreement, dated September 29, 2015, between OncoCyte Corporation and BioTime, Inc. (1)
10.18	Second Amendment to the Sponsored Research Agreement, dated October 18, 2015, between OncoCyte Corporation and The Wistar Institute of Anatomy and Biology (Portions of this exhibit have been omitted pursuant to a request for confidential treatment) (1)
10.19	Third Amendment to Registration Rights Agreement, dated November 16, 2015 (2)
10.20	Third Amendment to the Sponsored Research Agreement, dated December 1, 2015, between OncoCyte Corporation and The Wistar Institute of Anatomy and Biology (2)
10.21	License Agreement, dated January 22, 2016, between OncoCyte Corporation and The Wistar Institute of Anatomy and Biology (Portions of this exhibit have been omitted pursuant to a request for confidential treatment)*
10.22	First Amendment to License Agreement, dated January 25, 2016, between OncoCyte Corporation and The Wistar Institute of Anatomy and Biology (3)
23.1	Consent of OUM & Co. LLP (3)
31	Rule 13a-14(a)/15d-14(a) Certification *
32	Section 1350 Certification (3)

* Filed herewith.

(1) Incorporated by reference to OncoCyte Corporation's Form 10 12(b) filed on November 23, 2015.

(2) Incorporated by reference to OncoCyte Corporation's Form 10 12(b) A-1 filed on December 29, 2015.

(3) Previously filed with OncoCyte Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, filed on March 30, 2016.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 10-K/A-1 to be signed on its behalf by the undersigned, thereunto duly authorized on the 24th day of May, 2016.

ONCOCYTE CORPORATION

By: /s/William Annett
William Annett
President and Chief Executive Officer