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OncoCyte Corp  
Form 10-Q  
November 10, 2016

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

FORM 10-Q

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

For the quarterly period ended September 30, 2016

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

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 website, 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 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

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

As of October 27, 2016, there were outstanding 28,709,348 shares of common stock, no par value.

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PART 1--FINANCIAL INFORMATION

Statements made in this Report that are not historical facts may constitute forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those discussed. Such risks and uncertainties include but are not limited to those discussed in this Report under Item 1 of the Notes to Financial Statements, and under Risk Factors in this Report. Words such as “expects,” “may,” “will,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” and similar expressions identify forward-looking statements.

References to “OncoCyte,” “our” or “we” means OncoCyte Corporation.

The description or discussion, in this Form 10-Q, of any contract or agreement is a summary only and is qualified in all respects by reference to the full text of the applicable contract or agreement.

## Item 1. Financial Statements

ONCOCYTE CORPORATION  
CONDENSED BALANCE SHEETS  
(IN THOUSANDS)

	September 30, 2016 (Unaudited)	December 31, 2015
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 12,674	\$ 7,996
BioTime shares held as available-for-sale securities, at fair value	2,417	2,541
Prepaid expenses and other current assets	191	388
Total current assets	15,282	10,925
<b>NONCURRENT ASSETS</b>		
Intangible assets, net	1,049	1,230
Equipment and furniture, net	475	576
Deposits	54	-
<b>TOTAL ASSETS</b>	<b>\$ 16,860</b>	<b>\$ 12,731</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Amount due to parent, BioTime	\$ 2,105	\$ 807
Amount due to affiliates	151	40
Accounts payable	870	285
Accrued expenses and other current liabilities	669	1,182
Capital lease liability, current portion	173	-
Total current liabilities	3,968	2,314
Capital lease liability, net of current portion	211	-
<b>TOTAL LIABILITIES</b>	<b>4,179</b>	<b>2,314</b>
Commitments and contingencies (see Note 8)		
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, no par value, 5,000 shares authorized; none issued and outstanding	-	-
Common stock, no par value, 50,000 shares authorized; 28,677 and 25,391 shares issued and outstanding at September 30, 2016 and December 31, 2015, respectively	45,354	34,901
Accumulated other comprehensive loss on available-for-sale securities	(474)	(350)
Accumulated deficit	(32,199)	(24,134)
Total stockholders' equity	12,681	10,417
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 16,860</b>	<b>\$ 12,731</b>

The accompanying notes are an integral part of these unaudited condensed financial statements.

ONCOCYTE CORPORATION  
 CONDENSED STATEMENTS OF OPERATIONS  
 (IN THOUSANDS, EXCEPT PER SHARE DATA)  
 (UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>EXPENSES:</b>				
Research and development	\$ (1,363 )	\$ (1,094 )	\$ (4,246 )	\$ (3,098 )
General and administrative	(1,219 )	(1,312 )	(3,800 )	(2,081 )
Total operating expenses	(2,582 )	(2,406 )	(8,046 )	(5,179 )
Loss from operations	(2,582 )	(2,406 )	(8,046 )	(5,179 )
<b>OTHER INCOME (EXPENSES), NET</b>				
Interest expense, net	(13 )	(9 )	(19 )	(16 )
Other expenses, net	-	(1 )	-	(1 )
Total other expenses, net	(13 )	(10 )	(19 )	(17 )
<b>NET LOSS</b>	<b>\$ (2,595 )</b>	<b>\$ (2,416 )</b>	<b>\$ (8,065 )</b>	<b>\$ (5,196 )</b>
Basic and diluted net loss per share	\$ (0.10 )	\$ (0.12 )	\$ (0.31 )	\$ (0.26 )
Weighted average common shares outstanding: basic and diluted	26,560	20,970	25,797	19,803

The accompanying notes are an integral part of these unaudited condensed financial statements.

ONCOCYTE CORPORATION  
 CONDENSED STATEMENTS OF COMPREHENSIVE LOSS  
 (IN THOUSANDS)  
 (UNAUDITED)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
NET LOSS	\$ (2,595 )	\$ (2,416 )	\$ (8,065 )	\$ (5,196 )
Other comprehensive loss, net of tax:				
Unrealized gain (loss) on BioTime shares held as available-for-sale securities	799	(532 )	(124 )	(620 )
COMPREHENSIVE LOSS	\$ (1,796 )	\$ (2,948 )	\$ (8,189 )	\$ (5,816 )

The accompanying notes are an integral part of these unaudited condensed financial statements.

ONCOCYTE CORPORATION  
CONDENSED STATEMENTS OF CASH FLOWS  
(IN THOUSANDS)  
(UNAUDITED)

	Nine Months Ended September 30,	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$	