BRADSHER NEAL C

Form 4

July 25, 2017

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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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

(Print or Type Responses)

1. Name and Address of Reporting Person * BROADWOOD PARTNERS, L.P.	2. Issuer Name **and** Ticker or Trading Symbol OncoCyte Corp [OCX]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/21/2017	(Check all applicable)
C/O BROADWOOD CAPITAL INC., 724 FIFTH AVENUE, 9TH FLOOR		_____ Director __X__ 10% Owner _____ Officer (give title _____ Other (specify below) below)
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person
NEW YORK, NY 10019		
(City) (State) (Zip)		

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	(A) or (D)	Price			
Common Stock, no par value	07/21/2017		X		540,000	A	$3.25	3,596,680	D (1)	
Common Stock, no par value	07/21/2017		X		0	A	$3.25	3,596,680	I	Footnote (2)
Common Stock, no par value								3,145	D (6)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrant to Purchase Common Stock	$ 3.25	07/21/2017		X		540,000		(3)	10/17/2021	Common Stock	54
Warrant to Purchase Common Stock	$ 3.25	07/21/2017		X			0	(3)	10/17/2021	Common Stock	
Warrant to Purchase Common Stock	$ 3.25	07/21/2017		J(5)		270,000		(3)	07/21/2022	Common Stock	27
Warrant to Purchase Common Stock	$ 3.25	07/21/2017		J(5)		0		(3)	07/21/2022	Common Stock	
Warrant to Purchase Common Stock	$ 3.25							(3)	02/17/2022	Common Stock	21
Warrant to Purchase Common Stock	$ 3.25							(3)	02/17/2022	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROADWOOD PARTNERS, L.P. C/O BROADWOOD CAPITAL INC. 724 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10019		X		
BROADWOOD CAPITAL INC 724 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10019		X		
BRADSHER NEAL C C/O BROADWOOD CAPITAL INC. 724 FIFTH AVENUE, 9TH FLOOR NEW YORK, NY 10019		X		

Signatures

Broadwood Partners, L.P. By: Broadwood Capital, Inc. By: /s/ Neal C. Bradsher, President	07/25/2017
**Signature of Reporting Person	Date
Broadwood Capital, Inc. By: /s/ Neal C. Bradsher, President	07/25/2017
**Signature of Reporting Person	Date
/s/ Neal C. Bradsher	07/25/2017
**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)   These securities are owned by Broadwood Partners, L.P., which is a Reporting Person.

(2)   The reported securities are directly owned by Broadwood Partners, L.P. and may be deemed beneficially owned by Broadwood Capital, Inc. as General Partner of Broadwood Partners, L.P. and Neal C. Bradsher as President of Broadwood Capital, Inc. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3)   These warrants are currently exercisable.

(4)   These warrants were purchased as part of a unit, with each unit consisting of one share and one warrant (each warrant entitles the holder to purchase one share), at a price of $3.25 per unit.

(5)   In consideration for the early exercise by Broadwood Partners, L.P. of 540,000 warrants on July 21, 2017, Broadwood Partners, L.P. received from the Issuer one new warrant with an exercise price of $3.25 for every two warrants that it exercised.

(6)   The securities are owned by Neal C. Bradsher, who is a Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.