

BRADSHER NEAL C  
Form 4  
March 30, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BROADWOOD PARTNERS, L.P.**

(Last) (First) (Middle)

**C/O BROADWOOD CAPITAL  
INC., 724 FIFTH AVENUE, 9TH  
FLOOR**

(Street)

**NEW YORK, NY 10019**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**OncoCyte Corp [OCX]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/28/2018**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, no par value      | 03/28/2018                           |  | P                              | 3,968,254   | A 1.26<br>(1)   | 7,564,934  | D (2)   |
| Common Stock, no par value      | 03/28/2018                           |  | P                              | 0   | A 1.26<br>(1)   | 7,564,934  | I Footnote (3)  |
| Common Stock, no par value      |                                      |  |                                |   |   | 3,145  | D (4)   |

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

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(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 (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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| Broadwood Partners, L.P. By: Broadwood Capital, Inc. By: /s/ Neal C. Bradsher,<br>President | 03/30/2018 |
| __Signature of Reporting Person   | Date       |
| Broadwood Capital, Inc. By: /s/ Neal C. Bradsher, President                                 | 03/30/2018 |
| __Signature of Reporting Person   | Date       |
| /s/ Neal C. Bradsher  | 03/30/2018 |

\_\_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).
- (1) On March 28, 2018, the Issuer and Broadwood Partners, L.P. ("BPLP") entered into a Securities Purchase Agreement pursuant to which BPLP purchased 3,968,254 shares of the Issuer's Common Stock, no par value, at a purchase price of \$1.26 per share.
- (2) These securities are owned by Broadwood Partners, L.P., which is a Reporting Person.  
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
- (3) 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.
- (4) 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.

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