

OncoCyte Corp
Form 8-K
February 22, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): February 16, 2016

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

California 1-37648 27-1041563
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

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

(510) 521-3390
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Forward-Looking Statements

Any statements that are not historical fact (including, but not limited to statements that contain words such as “may,” “will,” “believes,” “plans,” “intends,” “anticipates,” “expects,” “estimates”) should also be considered to be forward-looking statements. Additional factors that could cause actual results to differ materially from the results anticipated in these forward-looking statements are contained in OncoCyte Corporation’s Form 10 filed with the Securities and Exchange Commission (“SEC”) under the heading “Risk Factors” and other filings that OncoCyte may make with the SEC. Undue reliance should not be placed on these forward-looking statements which speak only as of the date they are made, and the facts and assumptions underlying these statements may change. Except as required by law, OncoCyte disclaims any intent or obligation to update these forward-looking statements.

Section 5 - Corporate Governance and Management

Item 5.02 - Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Executive Compensation

On February 16, 2016, our Board of Directors, in consultation with the Compensation Committee, granted the following stock options to certain of our executive officers under our Employee Stock Option Plan

| <u>Name of Executive</u> | <u>Title</u> | <u>Number of Option Shares</u> |
|--------------------------|---------------------------------------|--------------------------------|
| William Annett | President and Chief Executive Officer | 250,000 |
| Karen Chapman | Vice President of Research | 60,000 |
| Kristine Mechem | Vice President of Marketing | 60,000 |

The options will vest and thereby become exercisable as follows: 25% of the options will vest upon the executive’s completion of 12 months of continuous employment from the date of grant, and the balance will vest in 36 equal monthly installments commencing on the first anniversary of the date of grant subject to the executive remaining employed by us on the applicable vesting date.

The options are exercisable at a price of \$3.06 per share and will expire 10 years from the date of grant to the extent not exercised by that date, subject to earlier expiration in the event that the executive ceases to be employed by us.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ONCOCYTE
CORPORATION

Date: February 22, 2016 By: s/Russell Skibsted
Russell Skibsted
Chief Financial Officer
