

HESTERBERG LYNDAL K.

Form 4

June 04, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
HESTERBERG LYNDAL K.

(Last) (First) (Middle)

1010 ATLANTIC AVENUE, SUITE  
102

(Street)

ALAMEDA, CA 94501

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

OncoCyt Corp [OCX]

3. Date of Earliest Transaction  
(Month/Day/Year)

05/23/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

Sr VP, Research &amp; Development

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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)
				(A) or (D)			
			Code	V	Amount		Price

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**SEC 1474  
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount of Number of Shares
			Code	V	(A)	(D)				
Option to Purchase Common Stock	\$ 2.35	05/23/2018	A		150,000		(1)	05/22/2028	Common Stock	150,000
Option to Purchase Common Stock	\$ 4.7						(2)	02/16/2027	Common Stock	14,400
Option to Purchase Common Stock	\$ 4.05						(2)	10/31/2026	Common Stock	125,000
Option to Purchase Common Stock	\$ 3.06						(3)	02/15/2026	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HESTERBERG LYNDAL K. 1010 ATLANTIC AVENUE SUITE 102 ALAMEDA, CA 94501			Sr VP, Research & Development	

## Signatures

/s/Lyndal K.  
Hesterberg

06/01/2018

\_\_\_\_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).

- These options vest as to one-third of the shares on each of the completion of the clinical utility study for OncoCyte's DetermaVu product candidate, the filing of the Medicare dossier for the Medicare local coverage determination, and obtaining a Medicare local coverage determination for OncoCyte's DetermaVu product candidate.
- (1)
  - (2) One quarter of the options vested on October 31, 2017, and the balance shall vest thereafter in 36 monthly installments upon the completion of each month of continuous employment from the first anniversary of the date of grant.

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- (3) One quarter of the options vested on February 15, 2017 and one quarter vested on February 15, 2018, and the balance shall vest upon the attainment of certain product development milestones, in each case depending upon continuous employment by the Company.

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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