

OncoCyte Corp  
Form 8-K  
March 10, 2017

**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): **March 6, 2017**

**OncoCyte Corporation**

(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| <b>California</b>                                 | <b>1-37648</b>              | <b>27-1041563</b>                    |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

**1010 Atlantic Avenue, Suite 102**

**Alameda, California 94501**

(Address of principal executive offices)

**(510) 775-0515**

(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))

## 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-K 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.*

References to “OncoCyte,” “we” or “us” are references to OncoCyte Corporation.

## 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 March 6, 2017, our Board of Directors, based on recommendations of its Compensation Committee, set new annual salaries for, and approved the payment of cash bonuses to, certain OncoCyte executive officers, including those shown in the following table.

| Name of Executive | Office                            | Annual Salary | Bonus     |
|-------------------|-----------------------------------|---------------|-----------|
| William Annett    | President/Chief Executive Officer | \$400,000     | \$171,000 |
| Kristine Mechem   | Vice President of Marketing       | \$228,000     | \$66,150  |

**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: March 10, 2017 By: */s/ Russell Skibsted*  
Russell Skibsted  
Chief Financial Officer

