



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4546

October 11, 2016

William Annett  
President and Chief Executive Officer  
OncoCyte Corporation  
1010 Atlantic Avenue, Suite 102  
Alameda, California 94501

**Re: OncoCyte Corporation  
Registration Statement on Form S-1  
Filed September 26, 2016  
File No. 333-213810**

Dear Mr. Annett:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Michael Gershon at (202) 551-6598 or Mary Beth Breslin at (202) 551-3625 with any questions.

Sincerely,

/s/ Mary Beth Breslin for

Suzanne Hayes  
Assistant Director  
Office of Healthcare and Insurance

cc: Bruce Jenett, Esq.