

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

DIVISION OF CORPORATION FINANCE

October 10, 2017

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-3 Filed October 2, 2017 File No. 333-220769

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 Irene Paik at 202-551-6553 with any questions.

Division of Corporation Finance

cc: Andrew Ledbetter - DLA Piper LLP (US)