



DIVISION OF
CORPORATION FINANCE

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

June 3, 2021

Mitchell Levine
Chief Financial Officer
OncoCyte Corp
15 Cushing
Irvine, California 92618

Re: OncoCyte Corp
Registration Statement on Form S-3
Filed May 28, 2021
File No. 333-256650

Dear Mr. Levine:

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 Dillon Hagius at 202-551-7967 with any questions.

Sincerely,

Division of Corporation Finance
Office of Life Sciences

cc: Richard S. Soroko