



DIVISION OF  
CORPORATION FINANCE

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

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)