

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

OMB APPROVAL

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FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC Mail Processing Section

MAR 28 2008

Washington, DC 110

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields.

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Sale and Issuance of Series F Preferred Stock

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment.

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Biocept, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 5810 Nancy Ridge Drive, Suite 150, San Diego, CA 92121 (858) 320-8200

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) APR 07 2008

Brief Description of Business Biopharmaceuticals

Type of Business Organization

corporation, limited partnership, already formed, other (please specify), business trust, limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 5, Year 97. Actual, Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CA)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)

Janko, Gordon F.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Biocept, Inc., 5810 Nancy Ridge Drive, San Diego, CA 92121

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)

Neff, Edward A.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o SMAC Corporation, 5807 Van Allen Way, Carlsbad, CA 92008

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 that Apply:

Full Name (Last name first, if individual)

Yamamoto, Akira

Business or Residence Address (Number and Street, City, State, Zip Code)

37-1, Nagakutekarasugahazama, Nagakute-cho, Aichi-gun, Aichi 480-1133, Japan

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 that Apply:

Full Name (Last name first, if individual)

Radisch, Herbert R., Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Biocept, Inc., 5810 Nancy Ridge Drive, San Diego, CA 92121

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)

Reiss, Claire (and her affiliated trust: Reiss Family Survivor's Trust UDT dated December 19, 1988)

Business or Residence Address (Number and Street, City, State, Zip Code)

9657 La Jolla Farms Road, La Jolla, CA 92037

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)

Crittenden, Jennifer

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Biocept, Inc., 5810 Nancy Ridge Drive, San Diego, CA 92121

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)

Hahn, Soonkap

Business or Residence Address (Number and Street, City, State, Zip Code)

511 Via Delfin, San Clemente, CA 92672

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)

SMC Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

Akihabara UDX 15th Floor, 4-14-1, Sotokanda, Chiyoda-ku, Tokyo, 101-0021, Japan, 1-16-04, Shimbashi, Minato-ku, Tokyo 105-8659, Japan

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 that Apply:

Full Name (Last name first, if individual)

Goodman Medical Ireland Limited (and related funds)

Business or Residence Address (Number and Street, City, State, Zip Code)

Mevue Business Park, Galway, Ireland

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 that Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 that Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes ___ No
 Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$N/A

3. Does the offering permit joint ownership of a single unit?..... Yes ___ No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

N/A

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offering for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ <u>\$100,000</u>	\$ _____ *
Common <input type="checkbox"/> Preferred <input checked="" type="checkbox"/>		
Convertible Securities (including warrants)	\$ <u>\$100,000</u>	\$ _____ *
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>\$100,000</u>	\$ _____ *

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>1</u>	\$ _____ *
Non-accredited Investors	<u>0</u>	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>5,000</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (Identify)	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$ <u>5,000</u>

* 20,000 shares of the Issuer's Series F Preferred, valued at \$5.00 per share, are to be issued in four equal 5,000 share installments on April 1, 2008, October 1, 2008, April 1, 2009 and October 1, 2009 in consideration for consulting services rendered.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

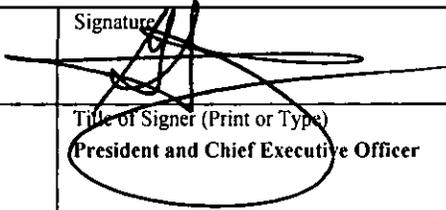
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer"..... \$ 95,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>No cash is being received by the Issuer; the Issuer is instead receiving consulting services in exchange for the issuance of the Series F Preferred Stock</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>95,000</u>
.....	<input type="checkbox"/> \$ _____	
Column Totals	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>95,000</u>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ <u>95,000</u>

D. FEDERAL SIGNATURE

The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) BIOCEPT, INC.	Signature 	Date March 17, 2008
Name of Signer (Print or Type) Gordon F. Janko	Title of Signer (Print or Type) President and Chief Executive Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END