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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 6, 2016

BIOCEPT, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36284
(Commission
File Number)

80-0943522
(I.R.S. Employer
Identification No.)

5810 Nancy Ridge Drive, San Diego, CA
(Address of principal executive offices)

92121
(Zip Code)

Registrant's telephone number, including area code: (858) 320-8200

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 6, 2016, with the recommendation of the Compensation Committee of the Board of Directors (the “**Board**”) of Biocept, Inc. (the “**Company**”), the Board approved the following retention awards consisting of restricted stock units (“**RSUs**”):

Name	RSUs
Michael W. Nall, <i>President and Chief Executive Officer</i>	75,000
Lyle J. Arnold, Ph.D., <i>Senior Vice-President of Research & Development</i>	50,000
Veena Singh, M.D., <i>Senior Vice President and Senior Medical Director</i>	50,000

Each of these RSUs were granted pursuant to the Company’s Amended and Restated 2013 Equity Incentive Plan. Subject to each executive officer’s continuous service, 100% of each RSU will vest on the 12-month anniversary of the date of grant.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 7, 2016

BIOCEPT, INC.

By: /s/ Michael W. Nall

Name: Michael W. Nall

Title: Chief Executive Officer