

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

---

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**Biocept, Inc.**

(Exact name of registrant as specified in its charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
    1. Title of each class of securities to which transaction applies:  
\_\_\_\_\_
    2. Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
    3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
    4. Proposed maximum aggregate value of transaction:  
\_\_\_\_\_
    5. Total fee paid:  
\_\_\_\_\_
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    6. Amount Previously Paid:  
\_\_\_\_\_
    7. Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
    8. Filing Party:  
\_\_\_\_\_
    9. Date Filed:  
\_\_\_\_\_
- 
-

## EXPLANATORY NOTE

Subsequent to the filing of its definitive proxy statement with the Securities and Exchange Commission on April 30, 2015 (the “**Proxy Statement**”), Biocept, Inc. (the “**Company**”) hired Regan & Associates, Inc. to provide proxy solicitation and advisory services related to the proposals set forth in the Proxy Statement. Regan & Associates, Inc. will be paid approximately \$27,500 plus out-of-pocket expenses in connection with its solicitation of proxies on behalf of the Company.