

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0104
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1. Name and Address of Reporting Person* <u>HALE DAVID F</u> (Last) (First) (Middle) <u>C/O BIOCEPT, INC.</u> <u>5810 NANCY RIDGE DRIVE</u> (Street) <u>SAN DIEGO CA 92121</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/04/2014</u>	3. Issuer Name and Ticker or Trading Symbol <u>BIOCEPT INC [BIOC]</u>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EXECUTIVE CHAIRMAN</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,204	D	
Common Stock	7,389	I	By LLC

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (right to buy) ⁽¹⁾	(2)	07/31/2023	Common Stock	25,000	5.18	D	
Convertible Notes (right to buy) ⁽³⁾	(4)	05/31/2015	Common Stock	47,181 ⁽⁵⁾	10	I	By LLC
Warrants (right to buy) ⁽³⁾	02/10/2014	02/10/2019	Common Stock	22,175	10	I	By LLC
Warrants (right to buy) ⁽³⁾	02/10/2014	02/10/2016	Common Stock	36,302	10	I	By LLC
Restricted Stock Units (right to buy)	(6)	08/24/2015	Common Stock	14,285	(7)	D	
Restricted Stock Units (right to buy)	(8)	(8)	Common Stock	10,204	(7)	D	
Restricted Stock Units (right to buy)	(9)	(9)	Common Stock	(10)	(7)	D	
Contingent right to receive Stock Options (right to buy)	(11)	(12)	Common Stock	(11)	(12)	D	
Issuer's repurchase right (obligation to sell)	(13)	01/01/2015	Common Stock	10,204	4.62	D	

Explanation of Responses:

1. Granted pursuant to equity incentive plan.
2. These options were granted on July 31, 2013. The option became exercisable as to 12,500 shares on the date of grant. The remaining shares are becoming exercisable in 24 equal monthly installments over 2 years, subject to the Reporting Person's continued service with the Issuer.
3. Assumes that the closing of the Issuer's initial public offering, with a price-to-public of \$10.00 per share, occurs on February 10, 2014.
4. Upon the closing of the Issuer's initial public offering, these convertible notes will automatically be converted into common stock.
5. Includes conversion right for interest accrued through February 10, 2014. Additional convertible interest accrues daily.
6. This restricted stock unit award was granted on August 8, 2013 and vested as to 50% of the units on that date. The remaining units are becoming vested in 24 equal monthly installments over 2 years, subject to the Reporting Person's continued service with the Issuer.
7. Each restricted stock unit represents the right to receive, at settlement, one share of common stock.
8. This restricted stock unit award was issued to the Reporting Person as called for by his March 10, 2011 employment agreement. All the units will vest and settle upon the Issuer's initial public offering.
9. This restricted stock unit award was issued to the Reporting Person as called for by his March 10, 2011 employment agreement and would vest upon the respective achievement of stated objectives before the occurrence of a change in control or initial public offering of the Issuer; but in any event would vest and settle upon the Issuer's initial public offering.
10. The number of restricted stock units can be up to 1.5% of the Issuer's outstanding stock on a fully diluted basis, determined at the time of respective achievement of stated objectives; but upon the closing of the Issuer's initial public offering, the number of restricted stock units would be fixed as 1.5% of the Issuer's outstanding stock on a fully diluted basis, determined as of immediately before the closing of the Issuer's initial public offering.
11. Pursuant to his March 10, 2011 employment agreement, the Reporting Person has a right to receive, upon the closing of the Issuer's next equity offering(s) up to a cumulative total of \$15,000,000 of proceeds, a stock option for a number of shares equal to the excess of (a) 1.0% of the Issuer's outstanding stock on a fully diluted basis, determined as of immediately after the closing of such next equity offering(s), over (b) 10,204 shares. Such new stock option would vest in 48 equal monthly installments from January 1, 2011 (i.e., with immediate vesting credit for any "preceding" monthly tranches) and expire on March 10, 2021.
12. The exercise price per share of the new stock option would be the fair market value of a share on the date of grant of the new stock option. Such new stock option would expire on March 10, 2021.
13. The Reporting Person early-exercised stock options for 10,204 shares in 2011. The Issuer's repurchase right lapses at a rate measured by 48 equal monthly installments beginning January 1, 2011. The repurchase right would lapse in full upon a change in control or initial public offering of the Issuer.

Remarks:

/s/ William G. Kachioff,
Attorney-in-Fact for David F. Hale 02/04/2014

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Michael Nall and William Kachioff, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) Execute for and on behalf of the undersigned, in the undersigned's capacity as a director, executive officer and/or 10% holder of Biocept, Inc. (the "Company"), Forms 3, 4, and 5 (and any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Act") and the rules thereunder;

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4, and 5 and timely file such form with the United States Securities and Exchange Commission and any securities exchange or similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of February 4, 2014.

/s/ David F. Hale