

August 31, 2016

**VIA EDGAR**

Mr. James Lopez  
Mr. Jonathan Burr  
United States Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Mail Stop 4720  
Washington, D.C. 20549

**Re: Biocept, Inc.  
Preliminary Proxy Statement on Schedule 14A  
Filed August 11, 2016  
File No. 001-36284**

Ladies and Gentlemen:

This letter is being transmitted by Biocept, Inc. (the “**Company**”) regarding the Company’s Preliminary Proxy Statement on Schedule 14A, filed on August 11, 2016 (the “**Proxy Statement**”). In connection with the Proxy Statement, the Company hereby acknowledges that:

- the Company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Securities and Exchange Commission from taking any action with respect to the filing; and
- the Company may not assert staff comments as a defense in any proceeding initiated by the Securities and Exchange Commission or any person under the federal securities laws of the United States.

Sincerely,

**BIOCEPT, INC.**

By: /s/ Timothy Kennedy

Name: Timothy Kennedy

Title: Chief Financial Officer