

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): October 16, 2023

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.)
9955 Mesa Rim Road, San Diego, CA (Address of principal executive offices)		92121 (Zip Code)

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

N/A

(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	BIOC	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 16, 2023, the Company received a letter ("Delisting Notice") from the Listing Qualifications Staff (the "Staff") of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that the Staff had determined that the Company's securities will be delisted from Nasdaq pursuant to Nasdaq Listing Rules 5101, 5110(b) and IM-5101-1, in connection with the filing of a voluntary case under Chapter 7 of Title 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 et seq. (the "Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") on October 13, 2023.

Pursuant to the Delisting Notice, Nasdaq's decision was based on the following factors: (i) The public interest concerns raised by the filing; (ii) concerns regarding the residual equity interest of the existing listed securities holders; and (iii) concerns about the Company's ability to sustain compliance with all requirements for continued listing on Nasdaq. Specifically, on May 17, 2023, Staff also notified the Company that it failed to maintain a minimum of \$2,500,000 in stockholders' equity required for continued listing pursuant to Listing Rule 5550(b)(1), which deficiency serves as an additional and separate basis for delisting. The Staff letter indicates that the trading of the Company's common stock and warrants will be suspended at the opening of business on October 25, 2023, and a Form 25-NSE will be filed with the Securities and Exchange Commission, which will remove the Company's securities from listing and registration on Nasdaq.

The Company does not intend to appeal the determination and, therefore, it is expected that its Common Stock will be delisted, which would not affect any actions it may take in bankruptcy. Trading of the Common Stock will be suspended by Nasdaq at the opening of business on October 25, 2023.

Cautionary Note Regarding the Company's Securities

The Company cautions that trading in the Company's securities during the pendency of the Chapter 7 case is highly speculative and poses substantial risks. Trading prices for the Company's securities may bear little or no relationship to the actual recovery, if any, by holders of the Company's securities in the Chapter 7 Case. The Company expects that holders of shares of the Company's securities will likely experience a significant or complete loss on their investment, depending on the outcome of the Chapter 7 case. Accordingly, the Company urges extreme caution with respect to existing and future investments in its Common Stock.

Forward-Looking Statements

This Current Report on Form 8-K contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward looking statements include, but are not limited to, statements regarding the Company's plans to continue operations during the Chapter 7 Case and the effects of the Chapter 7 Case. These forward-looking statements are based upon current beliefs and expectations of our management and are subject to known and unknown risks and uncertainties. Words or expressions such as "expects," "anticipates," "intends," "plans," "believes," "estimates," "may," "will," "projects," "could," "should," "would," "seek," "forecast" or other similar expressions help identify forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and actual results may differ materially from those in the forward-looking statements as a result of various factors. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable based on information currently available, the Company cannot assure you that the expectations will prove to have been correct. Accordingly, you should not place undue reliance on these forward-looking statements. In any event, these statements speak only as of the date of this Current Report on Form 8-K. The parties undertake no obligation to revise or update any of the forward-looking statements to reflect events or circumstances after the date of this Current Report on Form 8-K or to reflect new information or the occurrence of unanticipated events.

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.

BIOCEPT, INC.

Dated October 20, 2023

By: /s/Antonino Morales
Name: Antonino Morales
Title: Authorized Agent of the Estate of Biocept, Inc.