SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G/A

(Rule 13d-102) (Amendment No. 1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

Biocept, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share (Title of Class of Securities)

09072V402 (CUSIP Number)

December 31, 2019 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- 図 Rule 13d-1(b)
- □ Rule 13d-1(c)
- □ Rule 13d-1(d)

Ī	1				
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
				nagement LP	
Ī	2			ROPRIATE BOX IF A MEMBER OF A GROUP*	
		(a) (b)			
Į					
	3	SEC USE ONI	Y		
ļ					
	4	CITIZENSHIP	OR I	PLACE OF ORGANIZATION	
		-			
ļ		Texas			
			5	SOLE VOTING POWER	
				0	
	N	UMBER OF	6	SHARED VOTING POWER	
		SHARES	0	SHARED VOTING POWER	
		NEFICIALLY OWNED BY		2,387,910	
	(EACH	7	SOLE DISPOSITIVE POWER	
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	PERSON			0	
		WITH	8	SHARED DISPOSITIVE POWER	
				SIMILES BISTOSITIVE TOWER	
				2,387,910	
ŀ	9	AGGREGATE	AMC	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		2,387,910			
Ī	10	CHECK BOX I	F TH	IE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	11	PERCENT OF	CLA	SS REPRESENTED BY AMOUNT IN ROW 9	
		4.007			
ļ		4.8% **			
	12	TYPE OF REP	URTI	NG PERSON*	
		IA DNI			
ı		IA, PN			

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTI	FICA	TION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Anson Mana	ıgen	nent GP LLC
2			ROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) (b)		
3	SEC USE ONI	Υ	
4	CITIZENSHIP	OR	PLACE OF ORGANIZATION
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PERSON WITH			0
		8	SHARED DISPOSITIVE POWER
			2,387,910
9	AGGREGATE	AM(OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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	2,387,910		
10	CHECK BOX	FTF	IE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	PERCENT OF	CLA	SS REPRESENTED BY AMOUNT IN ROW 9
	4.00/ **		
12	4.8% ** TYPE OF REP	Орт	INC DEDCOM*
12	I I PE OF KEP	UKI.	ING PERSON.
	HC, OO		

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

1		NAME OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
2	Bruce R. Winson 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
2		b) [
	(a) 🗆 (<i>0)</i> ∟			
3	SEC USE O	NLY	7		
4	CITIZENSE	HIP C	OR PLACE OF ORGANIZATION		
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	United Sta				
		5	SOLE VOTING POWER		
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	JMBER OF SHARES	6	SHARED VOTING POWER		
	STIAKES NEFICIALLY				
O	WNED BY		2,387,910		
	EACH	7	SOLE DISPOSITIVE POWER		
REPORTING PERSON					
	WITH				
	********	8	SHARED DISPOSITIVE POWER		
			2,387,910		
9	AGGREGAT	ΓF. Α	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,387,910				
10	CHECK BO	X IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
11					
11	PERCENT (JF C	LASS REPRESENTED BY AMOUNT IN ROW 9		
	4.8% **				
12		EPO	RTING PERSON*		
HC, IN					

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

1 NAME OF REPORTING PERSONS				
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
Anson Advisors Inc.				
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
SEC USE C	ONL	Y		
4 CITIZENSHIP OR PLACE OF ORGANIZATION				
CITIZZINO				
Ontario, O	Cana	ada		
	5	SOLE VOTING POWER		
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WNED BY		2,387,910		
EACH	7	SOLE DISPOSITIVE POWER		
	_			
	8	SHARED DISPOSITIVE POWER		
		2,387,910		
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2,387,910 0 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
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PERCENT (OF C	CLASS REPRESENTED BY AMOUNT IN ROW 9		
12 TYPE OF REPORTING PERSON*				
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֡	Anson Ac CHECK TF (a) SEC USE C CITIZENSI Ontario, C JMBER OF SHARES JEFICIALLY WNED BY EACH EPORTING PERSON WITH AGGREGA 2,387,910 CHECK BC PERCENT C 4.8% **	Anson Advise CHECK THE A (a) SEC USE ONLY CITIZENSHIP OF Ontario, Cana Ontario, Cana Ontario, Cana SHARES SEFICIALLY WNED BY EACH EPORTING PERSON WITH AGGREGATE A 2,387,910 CHECK BOX IF PERCENT OF CO 4.8% ** TYPE OF REPO		

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

1				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Amin Nathoo			
2			APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) 🗆	(b) l		
3	SEC USE C	י זואר	V	
3	SEC OSE C	JIVL		
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PERSON			0	
WITH		8	SHARED DISPOSITIVE POWER	
		0	SHAKED DISI OSHTVE I OWEK	
			2,387,910	
9	AGGREGA	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,387,910			
10	CHECK BC	X II	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
11	PERCENT (OF (CLASS REPRESENTED BY AMOUNT IN ROW 9	
	4.8% **			
12				
	HC, IN			

SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

1	NAME OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Moez Kassam			
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) 🗆	(b) [
3	3 SEC USE ONLY			
4 CITIZENSHIP OR PLACE OF ORGANIZATION		OR PLACE OF ORGANIZATION		
	C 1'	~		
	Canadian Citizen			
		5	SOLE VOTING POWER	
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	SHARES	-	SHARED VOTING POWER	
	NEFICIALLY WNED BY		2,387,910	
U	EACH	7	SOLE DISPOSITIVE POWER	
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]	PERSON			
	WITH	8	SHARED DISPOSITIVE POWER	
			2,387,910	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,387,910			
10	CHECK BC	X II	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
11	PERCENT	OF C	CLASS REPRESENTED BY AMOUNT IN ROW 9	
	4.8% **			
12	TYPE OF R	EPC	ORTING PERSON*	
	110 111			
	HC, IN			

- SEE INSTRUCTIONS BEFORE FILLING OUT SEE ITEM 4(b).

SCHEDULE 13G/A

This Amendment No. 1 (this "Amendment") to Schedule 13G (the "Schedule 13G") is being filed on behalf of Anson Funds Management LP (d/b/a Anson Funds), a Texas limited partnership, Anson Management GP LLC, a Texas limited liability company, Mr. Bruce R. Winson, the principal of Anson Funds Management LP and Anson Management GP LLC, Anson Advisors Inc., an Ontario, Canada corporation, Mr. Amin Nathoo, a director of Anson Advisors Inc., and Mr. Moez Kassam, a director of Anson Advisors Inc., relating to Common Stock, par value \$0.0001 per share (the "Common Stock"), of Biocept, Inc., a Delaware corporation (the "Issuer").

This Amendment relates to the Common Stock of the Issuer purchased by a private fund to which Anson Funds Management LP and Anson Advisors Inc. serve as co-investment advisors (the "Fund"). Anson Funds Management LP and Anson Advisors Inc. serve as co-investment advisors to the Fund and may direct the vote and disposition of the 2,387,910 shares of Common Stock held by the Fund. As the general partner of Anson Funds Management LP, Anson Management GP LLC may direct the vote and disposition of the 2,387,910 shares of Common Stock held by the Fund. As the principal of Anson Fund Management LP and Anson Management GP LLC, Mr. Winson may direct the vote and disposition of the 2,387,910 shares of Common Stock held by the Fund. As directors of Anson Advisors Inc., Mr. Nathoo and Mr. Kassam may each direct the vote and disposition of the 2,387,910 shares of Common Stock held by the Fund.

This Amendment amends and restates the Schedule 13G as set forth below.

Item 1(a) Name of Issuer.

Biocept, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices.

5810 Nancy Ridge Drive San Diego, California 92121

Item 2(a) Name of Person Filing.

Anson Funds Management LP, Anson Management GP LLC, Mr. Bruce R. Winson, Anson Advisors Inc., Mr. Amin Nathoo and Mr. Moez Kassam

Item 2(b) Address of Principal Business Office, or, if none, Residence.

For Anson Funds Management LP, Anson Management GP LLC and Mr. Winson:

5950 Berkshire Lane, Suite 210 Dallas, Texas 75225

For Anson Advisors Inc., Mr. Nathoo and Mr. Kassam:

155 University Ave, Suite 207 Toronto, ON M5H 3B7

Item 2(c)	Citi	zenship or Place of Organization.			
	limi	on Funds Management LP is a limited partnership organized under the laws of the State of Texas. Anson Management GP LLC is a ted liability company organized under the laws of the State of Texas. Mr. Winson is a United States citizen. Anson Advisors Inc. is oration organized under the laws of Ontario, Canada. Mr. Nathoo and Mr. Kassam are each Canadian citizens.			
Item 2(d)	Title	e of Class of Securities.			
	Con	nmon Stock, par value \$0.0001 per share.			
Item 2(e)	CUSIP Number.				
	0907	72V402			
Item 3	Reporting Person.				
If this state	ment is	filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:			
	(a)	☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).			
	(b)	☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).			
	(c)	\square Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).			
	(d)	□ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).			
	(e)	☑ An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E).			
	(f)	\square An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).			
	(g)	☑ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).			
	(h)	\square A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).			
	(i)	□ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).			
	(j)	A non-U.S. institution that is the functional equivalent of any of the institutions listed in § 240.13d-1 (b)(1)(ii)(A) through (I) so long as the non-U.S. institution is subject to a regulatory scheme that is substantially comparable to the equivalent U.S. institution			

(k) \Box Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4 Ownership.

- (a) Anson Funds Management LP, Anson Management GP LLC, Mr. Winson, Anson Advisors Inc., Mr. Nathoo and Mr. Kassam are the beneficial owners of 2,387,910 shares of Common Stock held by the Fund.
- (b) Anson Funds Management LP, Anson Management GP LLC, Mr. Winson, Anson Advisors Inc., Mr. Nathoo and Mr. Kassam are the beneficial owners of 4.8% of the outstanding shares of Common Stock. This percentage is determined by dividing 2,387,910 by 49,968,998, which is the sum of: (i) 47,618,235 shares of Common Stock issued and outstanding, as reported in the Issuer's prospectus on Form 424(b)(4) filed with the Securities and Exchange Commission (the "SEC") on December 11, 2019; and (ii) 2,350,763, the number of shares of Common Stock receivable by the Fund upon exercise of warrants.
- (c) Anson Funds Management LP and Anson Advisors Inc., as the co-investment advisors to the Fund, may direct the vote and disposition of the 2,387,910 shares of Common Stock held by the Fund. Anson Management GP LLC, as the general partner of Anson Funds Management LP, may direct the vote and disposition of the 2,387,910 shares of Common Stock held by the Fund. As the principal of Anson Funds Management LP and Anson Management GP LLC, Mr. Winson may direct the vote and disposition of the 2,387,910 shares of Common Stock held by the Fund. Mr. Nathoo and Mr. Kassam, each as a director of Anson Advisors Inc., may direct the vote and disposition of the 2,387,910 shares of Common Stock held by the Fund.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following \boxtimes .

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

Inapplicable.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and were not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2020

ANSON FUNDS MANAGEMENT LP

By: Anson Management GP LLC, its general partner

By: /s/ Bruce R. Winson

Bruce R. Winson Manager

ANSON MANAGEMENT GP LLC

By: /s/ Bruce R. Winson

Bruce R. Winson Manager

/s/ Bruce R. Winson

Bruce R. Winson

ANSON ADVISORS INC.

By: /s/ Amin Nathoo

Amin Nathoo Director

By: /s/ Moez Kassam

Moez Kassam Director

/s/ Amin Nathoo

Amin Nathoo

/s/ Moez Kassam

Moez Kassam