

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number) 0001044378	Previous Names X None	Entity Type X Corporation Limited Partnership Limited Liability Company General Partnership Business Trust Other (Specify)
Name of Issuer BIOCEPT INC		
Jurisdiction of Incorporation/Organization CALIFORNIA		
Year of Incorporation/Organization X Over Five Years Ago Within Last Five Years (Specify Year) Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer BIOCEPT INC			
Street Address 1 5810 NANCY RIDGE DR		Street Address 2	
City SAN DIEGO	State/Province/Country CALIFORNIA	ZIP/PostalCode 92121	Phone Number of Issuer 858-320-8200

3. Related Persons

Last Name Johnson	First Name Todd	Middle Name
Street Address 1 c/o Biocept, Inc.	Street Address 2 5810 Nancy Ridge Drive, Suite 150	
City San Diego	State/Province/Country CALIFORNIA	ZIP/PostalCode 92121
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name Neff	First Name Edward	Middle Name
Street Address 1 c/o SMAC Corporation	Street Address 2 5807 Van Allen Way	
City Carlsbad	State/Province/Country CALIFORNIA	ZIP/PostalCode 92008
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Dennis	Edward	
Street Address 1	Street Address 2	
c/o Biocept, Inc.	5810 Nancy Ridge Drive, Suite 150	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92121
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Petree	Daniel	
Street Address 1	Street Address 2	
c/o Biocept, Inc.	5810 Nancy Ridge Drive, Suite 150	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92121
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Reiss	Claire	
Street Address 1	Street Address 2	
c/o Biocept, Inc.	5810 Nancy Ridge Drive, Suite 150	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92121
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Wilson	Faye	
Street Address 1	Street Address 2	
c/o Biocept, Inc.	5810 Nancy Ridge Drive, Suite 150	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92121
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Gerhardt	Bruce	
Street Address 1	Street Address 2	
c/o Biocept, Inc.	5810 Nancy Ridge Drive, Suite 150	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92121
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Royston	Ivor	
Street Address 1	Street Address 2	
c/o Biocept, Inc.	5810 Nancy Ridge Drive, Suite 150	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92121

Relationship: Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
McGilley	Meg	
Street Address 1	Street Address 2	
c/o Biocept, Inc.	5810 Nancy Ridge Drive, Suite 150	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92121
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Bischoff	Farideh	
Street Address 1	Street Address 2	
c/o Biocept, Inc.	5810 Nancy Ridge Drive, Suite 150	
City	State/Province/Country	ZIP/PostalCode
San Diego	CALIFORNIA	92121
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Interim Chief Scientific Officer

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	<input checked="" type="checkbox"/> Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes No	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
Business Services	REITS & Finance	Other Travel
Energy	Residential	Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000

\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
Over \$100,000,000	Over \$100,000,000
X Decline to Disclose	Decline to Disclose
Not Applicable	Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1)
	Section 3(c)(2)
	Section 3(c)(3)
	Section 3(c)(4)
	Section 3(c)(5)
	Section 3(c)(6)
	Section 3(c)(7)
	Section 3(c)(9)
	Section 3(c)(10)
	Section 3(c)(11)
	Section 3(c)(12)
	Section 3(c)(13)
	Section 3(c)(14)

7. Type of Filing

X New Notice Date of First Sale 2011-02-01 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

Equity	Pooled Investment Fund Interests
X Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
X Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

Securities offered consist of promissory notes convertible into shares of convertible preferred stock, warrants exercisable for shares of convertible preferred stock and the common stock underlying the convertible preferred stock.

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number X None
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number X None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal
Code

State(s) of Solicitation (select all that apply)
 Check "All States" or check individual
 States

All
 States

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$6,000,000 USD or Indefinite

Total Amount Sold \$1,200,000 USD

Total Remaining to be Sold \$4,800,000 USD or Indefinite

Clarification of Response (if Necessary):

Amount listed above under Total Offering Amount includes \$1,000,000 receivable by the Issuer upon the exercise of warrants to purchase shares of the Issuers Convertible Preferred Stock. Such warrants have not been exercised.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

1

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment

Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
BIOCEPT INC	/s/ Meg McGilley	Meg McGilley	CFO	2011-02-14

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.