

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

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to § 240.14a-12

Biocept, Inc.

(Exact name of registrant as specified in its charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
1. Title of each class of securities to which transaction applies:

 2. Aggregate number of securities to which transaction applies:

 3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

 4. Proposed maximum aggregate value of transaction:

 5. Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
6. Amount Previously Paid:

 7. Form, Schedule or Registration Statement No.:

 8. Filing Party:

 9. Date Filed:

On May 4, 2020, Biocept, Inc. (the “Company”) commenced distributing to its stockholders a Notice of Annual Meeting of Stockholders and Definitive Proxy Statement (the “Notice and Proxy Statement”) for its 2020 Annual Meeting of Stockholders (the “Annual Meeting”), which was held on June 5, 2020. A copy of the Notice and Proxy Statement was filed with the Securities and Exchange Commission (the “SEC”) on April 29, 2020. On May 21, 2020, the Company mailed a letter to certain of its stockholders related to Proposal 3 and Proposal 4 (the “May Letter”), which proposals are described in the Notice and Proxy Statement. A copy of the May Letter was filed with the SEC on May 21, 2020. On June 5, 2020 the Annual Meeting was adjourned prior to voting on Proposal 4 to allow additional time for voting. On June 10, 2020, the Company (i) mailed a letter to certain of its stockholders (the “June Letter”) and (ii) commenced disseminating an audio recording (the “Recording”) to certain of its stockholders by telephone, in each case related to Proposal 4, which proposal is described in the Notice and Proxy Statement. A copy of the June Letter and the script of the Recording were filed with the SEC on June 10, 2020. As announced during the Annual Meeting, the Annual Meeting was reconvened at 1:30 p.m. Pacific Time on July 1, 2020. On July 1, 2020 the Annual Meeting was again adjourned prior to voting on Proposal 4 to allow additional time for voting. As announced during the reconvened Annual Meeting, the Annual Meeting is to reconvene at 1:30 p.m. Pacific Time on July 31, 2020. On July 13, 2020, the Company mailed a postcard to certain of its stockholders related to Proposal 4 (the “July Postcard”), which proposal is described in the Notice and Proxy Statement. A copy of the July Postcard is set forth below.

This is an Important Message
to Stockholders of

Biocept

Completing the Answer™
Liquid Biopsy

Regarding the
continuation of the
2020 Annual Meeting
of Stockholders on
July 31, 2020.

Action is required.

Biocept, Inc. Stockholders: *Your Vote Is Needed – Now!*

The Board of Directors recommends you vote FOR the amendment to Biocept's Certificate of Incorporation to effect a reverse stock split of Biocept's common stock at a ratio in the range of 1:5 to 1:30, as further described in Biocept's Proxy Statement. The Amendment is supported by ISS and Glass Lewis.

WHY YOU SHOULD SUPPORT THE REVERSE STOCK SPLIT:

- The reverse stock split is intended to increase the per share trading price of Biocept's common stock to satisfy the \$1.00 minimum closing bid price requirement for continued listing on the Nasdaq.
- The board believes that maintaining Biocept's Nasdaq listing may provide a broader market for our common stock.
- The board believes that maintaining Biocept's Nasdaq listing may help generate interest in Biocept among other investors.

Your vote is important.

**Vote Now by calling 833-782-7147
and vote FOR the reverse stock split.**

Biocept

Completing the Answer™

Liquid Biopsy

*Please don't delay.
Make the call today.*