

**BIOCEPT INC**  
Reported by  
**ALLY BRIDGE LB HEALTHCARE MASTER FUND LTD**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 01/26/17 for the Period Ending 01/19/17

Address	5810 NANCY RIDGE DR SAN DIEGO, CA 92121
Telephone	858-320-8200
CIK	0001044378
Symbol	BIOC
SIC Code	8071 - Medical Laboratories
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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[ X ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Ally Bridge LB Healthcare Master Fund Ltd</b>  (Last) (First) (Middle)  <b>UNIT 1602, 16/F, WHEELOCK HOUSE, 20 PEDDER STREET, CENTRAL</b>  (Street)  <b>HONG KONG</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>BIOCEPT INC [ BIOC ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>1/19/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)(2)(3)	1/17/2017		D		876399	D	\$1.10	804601	D	
Common Stock (1)(2)(3)	1/18/2017		D		549708	D	\$1.10	254893	D	
Common Stock (1)(2)(3)	1/19/2017		D		254893	D	\$1.10	0	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- ( Ally Bridge LB Healthcare Master Fund Limited (the "Master Fund") directly held the disposed Common Stock and currently holds warrants to purchase 1,681,000 shares of Common Stock.. Ally Bridge LB Management Limited ("LB Management") owns the sole voting share of the Master Fund. Mr. Fan Yu and Mr. Bin Li are the shareholders and directors of LB Management. LB Management, by virtue of it being the holder of the sole voting share of the Master Fund, and each of Mr. Yu and Mr. Li, by virtue of being a shareholder and director of LB Management, may be deemed to have voting control and investment discretion over any shares held by the Master Fund. Each of LB Management, Mr. Yu and Mr. Li disclaims beneficial ownership of such securities, except to the extent of their pecuniary interest therein, if any.
- ( (continued from footnote 1) This Form 4 shall not be deemed an admission that any of them are the beneficial owners of, or have any pecuniary interest in, such securities for any purposes. By virtue of the transactions described in that certain statement on Schedule 13D/A filed in January 2017, by the Reporting Persons, pursuant to Section 13(d)(3) of the Securities Exchange Act of 1934 (the "Exchange Act"), the Reporting Persons may, based on facts described elsewhere in the Schedule 13D, be considered to be a "group"; however, neither the filing of this Form 4 nor any of its contents shall be deemed to constitute an admission by such persons that such a group exists.
- ( All 1,681,000 shares of Common Stock held by the Master Fund were disposed in a series of sales of the Common Stock on January 17, 2017, January 18, 2017 and January 19, 2017. The Master Fund still holds warrants to purchase 1,681,000 shares of Common Stock. The warrants held by the Master Fund represent 8.76% of the Common Stock, calculated based on 19,180,397 shares of Commons Stock, which is the total of (i) 17,499,397 shares of the Issuer's Common Stock outstanding as of November 4, 2016, as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended September 30, 2016 filed with the SEC on November 10, 2016; and (ii) 1,681,000 shares of Common Stock issuable upon exercise of warrants held by the Master Fund.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Ally Bridge LB Healthcare Master Fund Ltd UNIT 1602, 16/F, WHEELLOCK HOUSE 20 PEDDER STREET, CENTRAL HONG KONG		X		
Ally Bridge LB Management Ltd UNIT 1602, 16/F, WHEELLOCK HOUSE 20 PEDDER STREET, CENTRAL HONG KONG		X		
Yu Fan UNIT 3002-3004,30TH FLR,GLOUCESTER TOWER THE LANDMARK,15 QUEEN?S ROAD CENTRAL HONG KONG		X		
Li Bin UNIT 1602, 16/F, WHEELLOCK HOUSE 20 PEDDER STREET, CENTRAL HONG KONG		X		

**Signatures**

**Ally Bridge LB Healthcare Master Fund Limited, /s/ Bin Li, Director**

**1/25/2017**

—Signature of Reporting Person

Date

**Ally Bridge LB Management Limited, /s/ Bin Li, Director**

**1/25/2017**

—Signature of Reporting Person

Date

**/s/ Fan Yu**

**1/25/2017**

—Signature of Reporting Person

Date

**/s/ Bin Li**

**1/25/2017**

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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