

BIOCEPT INC
Reported by
ALLY BRIDGE LB HEALTHCARE MASTER FUND LTD

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 08/17/17 for the Period Ending 08/09/17

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

INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Ally Bridge LB Healthcare Master Fund Ltd			8/9/2017		BIOCEPT INC [BIOC]		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
UNIT 1602, 16/F, WHEELOCK HOUSE, 20 PEDDER STREET, CENTRAL			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
HONG KONG					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)		(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock (1)(2)	3147667	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant (1)(2)	(3)	(4)	Common Stock	1434639	\$1.50	D	

Explanation of Responses:

- Ally Bridge LB Healthcare Master Fund Limited (the "Master Fund") directly holds the Common Stock and Warrant. 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 the 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. This Form 3 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.
- (Continued from Footnote 1) By virtue of the transactions described in that certain statement on Schedule 13D/A filed on August 17, 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/A, be considered to be a "group"; however, neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by such persons that such a group exists.
- The Warrants are exercisable at any time after their original issuance.
- The Warrants will expire five years from the date of their original issuance.

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 QUEENS 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

8/17/2017

—Signature of Reporting Person

Date

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

8/17/2017

—Signature of Reporting Person

Date

/s/ Fan Yu

8/17/2017

—Signature of Reporting Person

Date

/s/ Bin Li

8/17/2017

—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 5(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.

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 control number.