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

SCHEDULE 13G (Rule 13d-102)

# INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO §240.13d-2

## Tocagen Inc.

(Name of Issuer)

## Common Stock, \$0.00001 par value

(Title of Class of Securities)

## 888846102

(CUSIP Number)

### February 20, 2020

(Date of Event which Requires Filing of this Statement)

Check	the	appropriate	box to	designate	the rul	e pursuant t	to which	this Sc	hedule is	filed:

	Rule 13d-1 (b)
X	Rule 13d-1 (c)
	Rule 13d-1 (d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))
Page 1 of 7 Pages

1	NAME OF REPORTING PERSON Steven Oliveira Roth IRA					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □  (b) ⊠					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.					
		5	SOLE VOTING POWER 2,734,000			
NUMBER OF SHARES BENEFICIAL OWNED BY		6 SHARED VOTING POWER -0-				
EACH REPORTING PERSON	7 <u>SOLE DISPOSITIVE POWER</u> 2,734,000					
		8 SHARED DISPOSITIVE POWER -0-				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,734,000					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11.4%					
12	TYPE OF REPORTING PERSON* OO					

1	NAME OF REPORTING PERSON South Ocean Capital Management, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □  (b) ⊠				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION Florida				
		5	SOLE VOTING POWER 1,266,000		
NUMBER OF SHARES BENEFICIAL OWNED BY	_	6 SHARED VOTING POWER -0-			
EACH REPORTING PERSON			SOLE DISPOSITIVE POWER 1,266,000		
		8 SHARED DISPOSITIVE POWER -0-			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,266,000				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.3%				
12	TYPE OF REPORTING PERSON* CO				

1	NAME OF REPORTING PERSON Steven M. Oliveira					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □  (b) ⊠					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.					
		5	SOLE VOTING POWER 4,000,000			
NUMBER OF SHARES BENEFICIAL OWNED BY		6	SHARED VOTING POWER -0-			
EACH REPORTING PERSON			SOLE DISPOSITIVE POWER 4,000,000			
		8	SHARED DISPOSITIVE POWER -0-			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,000,000					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.7%					
12	TYPE OF REPORTING PERSON* IN					

Item 1.

(a) Name of Issuer: **Tocagen Inc.** 

(b) Address of Issuer's Principal Executive Offices:

4242 Campus Point Court, Suite 500 San Diego, California

Item 2.

(a) Name of Person Filing: Steven Oliveira Roth IRA

South Ocean Capital Management, LLC

Steven Oliveira

(b) Address of Principal Business Office or if none, Residence:

South Ocean Capital Management, LLC: South Ocean Capital Management, LLC 225 Via Palacio Palm Beach Gardens, FL 33418

Steven Oliveira Roth IRA and Steven Oliveira: c/o South Ocean Capital Management, LLC 225 Via Palacio Palm Beach Gardens, FL 33418

(c) Citizenship: Steven Oliveira Roth IRA – U.S.A.

South Ocean Capital Management, LLC – Florida

Steven Oliveira - U.S.A.

(d) Title of Class of Securities: Common Stock, \$0.001 par value

(e) CUSIP Number: 888846102

Item 3. Not Applicable

**Item 4**. Ownership.

(a) Amount Beneficially Owned:

Steven Oliveira Roth IRA – 2,734,000 shares.

South Ocean Capital Management, LLC - 1,266,000 shares.

Steven Oliveira – 4,000,000 shares.

Steven Oliveira has voting and dispositive power over the securities owned by Steven Oliveira Roth IRA and South Ocean Capital Management, LLC.

(b) Percent of Class:

Steven Oliveira Roth IRA - 11.4%

South Ocean Capital Management, LLC - 5.3%

Steven Oliveira - 16.7%

The foregoing percentages are based on 23,897,771 shares of common stock outstanding as of November 1, 2019 as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019.

- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote:

Steven Oliveira Roth IRA – 2,734,000 shares.

South Ocean Capital Management, LLC - 1,266,000 shares.

Steven Oliveira – 4,000,000 shares.

(ii) shared power to vote or to direct the vote:

Steven Oliveira Roth IRA – 0 shares.

South Ocean Capital Management, LLC - 0 shares.

Steven Oliveira – 0 shares.

(iii) sole power to dispose or to direct the disposition of:

Steven Oliveira Roth IRA – 2,734,000 shares.

South Ocean Capital Management, LLC - 1,266,000 shares.

Steven Oliveira – 4,000,000 shares.

(iv) shared power to dispose or to direct the disposition of:

Steven Oliveira Roth IRA – 0 shares.

South Ocean Capital Management, LLC - 0 shares.

Steven Oliveira – 0 shares.

**Item 5.** Ownership of Five Percent or Less of a Class: **Not Applicable** 

**Item 6.** Ownership of More than Five Percent on Behalf of Another Person: **Not Applicable** 

Item 7. Identification and Classification of Subsidiary Which Acquired the Securities: Not Applicable

Item 8. Identification and Classification of Members of the Group: Not Applicable

Item 9. Notice of Dissolution of Group: Not Applicable

Item 10. Certifications: Not Applicable

## **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.

February 28, 2020

# STEVEN OLIVEIRA ROTH IRA

By: /s/ Steven Oliveira

Name: Steven Oliveira
Title: Authorized Signatory

# SOUTH OCEAN CAPITAL MANAGEMENT, LLC

By: /s/ Steven Oliveira

Name: Steven Oliveira Title: Authorized Signatory

/s/ Steven Oliveira

Steven Oliveira

#### **EXHIBIT 1**

#### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the common stock, \$0.001 par value, of Tocagen Inc., a Delaware company, and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this agreement as of February 28, 2020.

#### STEVEN OLIVEIRA ROTH IRA

By: /s/ Steven Oliveira
Name: Steven Oliveira
Title: Authorized Signatory

## SOUTH OCEAN CAPITAL MANAGEMENT, LLC

By: /s/ Steven Oliveira

Name: Steven Oliveira
Title: Authorized Signatory

/s/ Steven Oliveira

Steven Oliveira