

NEOGENOMICS INC  
Form 4  
December 01, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CARDOZA GEORGE**

(Last) (First) (Middle)

C/O NEOGENOMICS, INC., 12701  
COMMONWEALTH DRIVE  
SUITE 9

(Street)

FORT MYERS, FL US 33913

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NEOGENOMICS INC [NEO]**

3. Date of Earliest Transaction  
(Month/Day/Year)

11/26/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 or Price		
Common Stock <sup>(1)</sup>	11/26/2014		M		130,000 A \$ 1.55	181,089	D
Common Stock <sup>(1)</sup>	11/26/2014		S		60,000 D \$ 4.2795	121,089	D
Common Stock						20,000	I Trust by Self

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 1.55	11/26/2014		X	130,000	11/30/2010 <sup>(2)</sup> 11/29/2014	Common Stock	0
Stock Option (Right to buy)	\$ 1.46					04/14/2012 <sup>(3)</sup> 04/13/2016	Common Stock	0
Stock Option (Right to buy)	\$ 3.45					03/05/2015 <sup>(4)</sup> 03/05/2019	Common Stock	0

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

CARDOZA GEORGE  
C/O NEOGENOMICS, INC.  
12701 COMMONWEALTH DRIVE SUITE 9  
FORT MYERS, FL US 33913

Chief Financial Officer

## Signatures

/s/ George  
Cardoza 12/01/2014

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* 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).

- (1) Exercise of stock options expiring on November 29, 2014, sale to effect cash-less exercise (net of tax).
- (2) On November 30, 2009 Mr. Cardoza was granted an option to purchase 150,000 shares. The options were all time based and vested ratably over each of Mr. Cardoza's first four anniversaries with the Company.
- (3) On April 14, 2011 Mr. Cardoza was granted an option to purchase 100,000 shares. These options vest ratably at the first four anniversary dates of the grant.
- (4) On March 5, 2014 Mr. Cardoza was granted an option to purchase 30,000 shares. These options vest ratably at the first three anniversary dates of the grant.

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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