

NEOGENOMICS INC  
Form 4  
May 20, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
ROSS STEVEN A

(Last) (First) (Middle)

12701 COMMONWEALTH DRIVE  
SUITE 9

(Street)

FORT MYERS, FL 33913

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/18/2016

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)  
CIO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V  | Amount (D) Price  |  |                                   |
| Common Stock                    |                                      |  |                                |   | 4,500   | D  |                                   |
| Common Stock                    | 05/18/2016                           |  | M                              | 18,000 A  | \$ 4.78 22,500  | D  |                                   |
| Common Stock                    | 05/18/2016                           |  | S                              | 18,000 D  | \$ 8.5 4,500  | D  |                                   |

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

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number.

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock option (Right to buy)                | \$ 7.15  |                                      |  |                                |   | 04/20/2017 <sup>(1)</sup> 04/20/2021                     | Common Stock  | 40,000                     |
| Stock Option (Right to buy)                | \$ 3.93  |                                      |  |                                |   | 04/22/2014 <sup>(2)</sup> 04/22/2018                     | Common Stock  | 37,500                     |
| Stock Option (Right to buy)                | \$ 4.78  | 05/18/2016                           |  | X                              | 18,000  | 05/06/2016 <sup>(3)</sup> 05/06/2020                     | Common Stock  | 18,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ROSS STEVEN A<br>12701 COMMONWEALTH DRIVE SUITE 9<br>FORT MYERS, FL 33913 |               |           | CIO     |       |

## Signatures

/s/ Steven Ross 05/20/2016

\*\*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) On April 20, 2016, Mr. Ross was granted 40,000 stock options. These options vest ratably over the first three anniversary dates of the grant date.

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(2) On April 22, 2013, Mr. Ross was granted 150,000 options to purchase common stock of the Company. These options vest ratably on each of the next four anniversary dates of the grant date. On April 29, 2016, Mr. Ross exercised 112,500 of these options leaving a balance of 37,500.

(3) On May 6, 2015, Mr. Ross was granted 100,000 stock options to purchase common stock of the Company. These options vest ratably on each of the first three anniversary dates of the grant date. On May 9, 2016, Mr. Ross exercised 15,000 of these options and on May 18, 2016 Mr. Ross exercised 18,000 options leaving a balance of 67,000 options.

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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