

NEOGENOMICS INC

Form 4

December 01, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Financial Officer

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**displays a currently valid OMB control 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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