

NEOGENOMICS INC

Form 4

March 10, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VAN OORT DOUGLAS M

(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)
03/08/2016

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 below) ____ Other (specify
below) below)

Chairman and CEO

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	03/08/2016		M	1,000,000	A \$ 0.8 (1)	2,125,000	D
Common Stock	03/08/2016		S	290,000 (2)	D \$ 7.19	1,835,000	D
Common Stock	03/09/2016		S	160,000 (2)	D \$ 6.93	1,675,000	D
Common Stock						187,500	I
							Conundrum Capital Partners (3)

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

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(9-02)

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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
StockOption (Right to Buy)	\$ 0.8	03/08/2016		X		1,000,000		12/31/2009	03/15/2016 ⁽⁴⁾	Common Stock
Stock Option (Right to Buy)	\$ 1.71							02/14/2013 ⁽⁵⁾	02/14/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VAN OORT DOUGLAS M 12701 COMMONWEALTH DRIVE SUITE 9 FORT MYERS, FL 33913	Chairman and CEO

Signatures

/s/ Douglas M.
VanOort 03/10/2016

____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).

Includes 125,000 shares of restricted stock that the Board of Directors approved and granted on April 15, 2014. The terms of the award call for the stock to vest on the third anniversary of the grant date as long as Mr. Van Oort is still an employee of the Company. This was disclosed in our Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on July 29, 2014.

(1) Common stock was sold on March 8, 2016 and March 9, 2016 and proceeds from the sale were used as payment of the exercise price and tax liability associated with the exercise of the 1,000,000 stock options expiring on March 15, 2016. The total shares disposed of were 450,000 shares and 550,000 were retained.

(3) Conundrum Capital Partners, LLC is a limited liability partnership 50% owned by Mr. VanOort. Mr. VanOort is a managing partner of Conundrum Capital Partners, LLC.

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- (4) On March 19, 2009, Mr. Van Oort was granted options to purchase 1,000,000 shares. These options are being exercised as they expire on March 15, 2016.
- (5) On February 14, 2012, Mr. VanOort was granted options to purchase 800,000 shares. These shares vest equally over each of the first four anniversaries of the grant date.

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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