

NEOGENOMICS INC
Form 4
May 27, 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 *
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)
05/25/2016

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)
Chairman and CEO

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	(A) or (D)	Price
Common Stock					187,500	I	Conundrum Capital Partners ⁽¹⁾
Common Stock					1,675,000	D	
Common Stock	05/25/2016		M		600,000	A	\$ 1.71 2,275,000 D
Common Stock	05/25/2016		F		118,613 ⁽²⁾	D	\$ 8.65 ⁽³⁾ 2,156,387 D
	05/26/2016		S		98,387	D	2,058,000 D

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Common Stock \$ 8.69
 Common Stock 05/27/2016 S 383,000 D \$ 8.74 1,675,000 ⁽⁴⁾ D

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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (Right to Buy)	\$ 7.15					04/20/2017 ⁽⁵⁾ 04/20/2021	Common Stock 472,5
Stock Option (Right to Buy)	\$ 1.71	05/25/2016		X	600,000	02/14/2013 ⁽⁶⁾ 02/14/2017	Common Stock 600,0

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 05/27/2016

**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) 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.

(2) Shares withheld by NeoGenomics Inc. to satisfy the cost of the shares in connection with the May 25, 2016 stock option exercise.

(3) Closing stock price on date of exercise, May 25, 2016.

(4) 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. VanOort 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.

(5) On April 20, 2016, Mr. VanOort was granted 472,527 stock options. These options vest ratably over the first three anniversary dates of the grant date.

(6) 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. On May 25, 2016, Mr. VanOort exercised 600,000 of these options leaving a balance of 200,000 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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