

KINDERHOOK GP LLC
Form 4
June 20, 2012

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 *
KINDERHOOK, LP

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2 EXECUTIVE DRIVE, SUITE 585
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2012

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

FORT LEE, NJ 07024

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|--------------------------------------|---|--|---|--|
| Common Stock, par value \$0.001 | 06/18/2012 | | P | 11,600 A | \$ 1.6409 4,775,897 | D (1) (2) | |
| Common Stock, par value \$0.001 | 06/19/2012 | | P | 5,000 A | \$ 1.65 4,780,897 | D (1) (2) | |
| Common Stock, par value \$0.001 | 06/20/2012 | | P | 67,437 A | \$ 1.699 4,848,334 | D (1) (2) | |

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

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SEC 1474
(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KINDERHOOK, LP 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024 | | X | | |
| KINDERHOOK GP LLC 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024 | | X | | |
| KINDERHOOK PARTNERS, LLC 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024 | | X | | |
| Shah Tushar 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024 | | X | | |
| CLEARMAN STEPHEN J 2 EXECUTIVE DRIVE, SUITE 585 FORT LEE, NJ 07024 | | X | | |

Signatures

| | |
|--|------------|
| By: /s/ Tushar Shah, Managing Member of Kinderhook, LP's General Partner | 06/20/2012 |
| __Signature of Reporting Person | Date |
| By: /s/ Tushar Shah, Managing Member of Kinderhook GP, LLC | 06/20/2012 |
| __Signature of Reporting Person | Date |
| By: /s/ Tushar Shah, Managing Member of Kinderhook Partners, LLC | 06/20/2012 |
| __Signature of Reporting Person | Date |
| By: /s/ Tushar Shah | 06/20/2012 |
| __Signature of Reporting Person | Date |
| By: /s/ Stephen J. Clearman | 06/20/2012 |
| __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).

Mr. Tushar Shah and Mr. Stephen J. Clearman are the co-managing members of Kinderhook GP, LLC (the "General Partner"), which is responsible for making investment decisions with respect to Kinderhook, LP (the "Partnership") as its general partner. In addition, Mr. Shah and Mr. Clearman are the co-managing members of Kinderhook Partners, LLC (the "Investment Adviser"), which serves as the

- (1) Partnership's investment adviser, and are responsible for making investment recommendations on behalf of the Investment Adviser. As a result, Mr. Shah and Mr. Clearman may be deemed to control the Partnership, the General Partner, and the Investment Adviser, and may be deemed to have a beneficial interest in the shares of Common Stock by virtue of their indirect control of the Partnership's, the General Partner's, and the Investment Adviser's power to vote and/or dispose of the shares of Common Stock.

Mr. Shah and Mr. Clearman disclaim beneficial ownership of the shares of Common Stock except to the extent of his respective

- (2) pecuniary interest, if any, therein. Kinderhook Partners, LLC and Kinderhook GP, LLC specifically disclaim beneficial ownership in the shares of Common Stock reported herein except to the extent of its pecuniary interest therein, if any.

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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