

NEOGENOMICS INC
Form 8-K
February 15, 2017
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

February 9, 2017

NEOGENOMICS, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------|-----------------------------|---------------------|
| Nevada | 001-35756 | 74-2897368 |
| (State or other jurisdiction of | (Commission(I.R.S. Employer | |
| | File | |
| | Number) | |
| incorporation) | | Identification No.) |

12701 Commonwealth Drive, Suite 33913
9, Fort Myers, Florida
(Zip Code)
(Address of principal executive
offices)

(239) 768-0600

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(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On February 9, 2017, NeoGenomics, Inc., a Nevada corporation (the “Company”) entered into an indemnification agreement with each of its current directors. Subject to the terms therein, including certain exceptions, these agreements provide for the indemnification of the Company’s directors and executive officers for certain expenses and liabilities incurred in connection with any action, suit, arbitration, administrative hearing, alternative dispute resolution mechanism, inquiry or investigation that may lead to the foregoing, to which they are a party, or are threatened to be made a party, by reason of the fact that they are or were a director, officer, employee, agent or fiduciary of the Company or any of its subsidiaries, by reason of any action or inaction by them while serving as an officer, director, agent or fiduciary, or by reason of the fact that they were serving at the Company’s request as a director, officer, employee, agent or fiduciary of another entity. In the case of an action or proceeding by or in the right of the Company or any of its subsidiaries, no indemnification will be provided for any claim where a court determines that the indemnified party is prohibited from receiving indemnification. The Company believes that the indemnification agreements are necessary to attract and retain qualified persons as directors and officers. The indemnification agreements are supplements to and in furtherance of the Company’s Articles of Incorporation and the Company’s Bylaws and shall not be deemed a substitute therefor, nor to diminish or abrogate any rights of the indemnitees under the indemnification agreements. The Company has historically and will continue to maintain directors’ and officers’ liability insurance which provides further indemnification to our directors. The foregoing description of the indemnification agreements does not purport to be complete and is qualified in its entirety by reference to the form of indemnification agreement attached as Exhibit 10.1 to this Current Report on Form 8-K and which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description | Location |
|-------------|-----------------------------------|-------------------|
| 10.1 | Form of Indemnification Agreement | Provided herewith |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NEOGENOMICS, INC.

By:/s/George Cardoza

George Cardoza
Chief Financial Officer

Date: February 14, 2017

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