

NEOGENOMICS INC  
Form 8-K  
June 12, 2013

**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): June 6, 2013**

**NEOGENOMICS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction

of incorporation)

**001-35756**  
(Commission

File Number)

**74-2897368**  
(I.R.S. Employer

Identification No.)

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12701 Commonwealth Drive, Suite 9, Fort Myers,

**Florida**  
(Address of principal executive offices)

**(239) 768-0600**

**33913**  
(Zip Code)

(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 5.07. Submission of Matters to a Vote of Security Holders.**

On June 6, 2013, NeoGenomics, Inc., a Nevada corporation (the Company ), held an annual meeting of its stockholders (the 2013 Annual Meeting ). At the 2013 Annual Meeting, a total of 34,085,855 shares of the Company's common stock, par value \$0.001 per share ( Common Stock ), were present or represented by proxy at the meeting, representing approximately seventy percent (70%) of the outstanding Common Stock as of April 22, 2013, the record date for the 2013 Annual Meeting.

At the 2013 Annual Meeting, five (5) proposals were submitted for a vote of the Company's stockholders and the related results are as follows:

(1) Proposal No. 1: The election of Douglas M. VanOort, Steven C. Jones, Michael T. Dent, Kevin C. Johnson, Raymond R. Hipp and William J. Robison for terms until the next succeeding annual meeting of stockholders or until such director's successor shall have been duly elected and qualified. The stockholders elected the six (6) directors by the following votes:

| Director           | Votes For  | Votes Withheld |
|--------------------|------------|----------------|
| Douglas M. VanOort | 32,028,492 | 2,057,366      |
| Steven C. Jones    | 32,006,895 | 2,078,960      |
| Michael T. Dent    | 23,007,791 | 11,078,067     |
| Kevin C. Johnson   | 33,460,489 | 625,366        |
| Raymond R. Hipp    | 32,814,527 | 1,271,328      |
| William Robison    | 33,732,630 | 353,225        |

(2) Proposal No. 2: The approval of a non-binding advisory resolution approving the compensation of the Company's named executive officers, as described in the Executive and Director Compensation section and compensation tables and narrative disclosure of the Company's Proxy Statement. The stockholders approved the non-binding advisory resolution on executive compensation by the following votes:

|               |            |
|---------------|------------|
| Votes For     | 32,586,546 |
| Votes Against | 879,374    |
| Abstentions   | 619,935    |

(3) Proposal No. 3: The approval of a non-binding resolution regarding the frequency of future advisory votes on the compensation of the Company's named executive officers which could be held every year, every two (2) years or every three (3) years. The stockholder approved the non-binding advisory resolution regarding the frequency of future votes on executive compensation every three (3) years as follows:

|         |            |
|---------|------------|
| 1 Year  | 14,105,178 |
| 2 Years | 1,045,732  |
| 3 Years | 18,652,305 |

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(4) Proposal No. 4: The stockholders approved the amendment and restatement of the Company's Employee Stock Purchase Plan by the following votes:

|             |            |
|-------------|------------|
| For         | 33,994,699 |
| Against     | 48,368     |
| Abstentions | 42,788     |

(5) Proposal No. 5: The stockholders approved the amendment and restatements of the Company's Amended and Restated Equity Incentive Plan by the following votes:

|             |            |
|-------------|------------|
| For         | 30,712,306 |
| Against     | 2,748,939  |
| Abstentions | 624,868    |

The Company has decided to set the frequency of future advisory votes on the compensation of the Company's named executive officers at every three (3) years going forward.

**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 A. Cardoza  
George A. Cardoza  
Chief Financial Officer

Date: June 12, 2013