

NEOGENOMICS INC  
Form 4  
December 30, 2015

**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 \*  
**HOREL ROBERT H.**

(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)  
**12/29/2015**

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)  
**Vice President GM PathLogic**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V   | Amount  | Price  |                                   |
| Common Stock                    | 12/29/2015                           |  | M                              | 26,218  | A   | \$ 1.45  | 26,218 D                          |
| Common Stock                    | 12/29/2015                           |  | M                              | 25,000  | A   | \$ 1.69  | 51,218 D                          |

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

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**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) |                  |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 1.45  | 12/29/2015                           |  | X                              | 26,218  | 05/20/2012 <sup>(1)</sup>                                |   | 05/20/2016       |                 | Common Stock | 26,218                     |
| Stock Option (Right to Buy)                | \$ 1.69  | 12/29/2015                           |  | X                              | 25,000  | 04/12/2012 <sup>(2)</sup>                                |   | 04/12/2017       |                 | Common Stock | 25,000                     |
| Stock Option (Right to Buy)                | \$ 4.78  |                                      |  |                                |   | 05/06/2016 <sup>(3)</sup>                                |   | 05/06/2020       |                 | Common Stock | 50,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| HOREL ROBERT H.<br>12701 COMMONWEALTH DRIVE SUITE 9<br>FORT MYERS, FL 33913 |               |           | Vice President GM PathLogic |       |

## Signatures

/s/ Robert H. Horel  
12/30/2015

\*\*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) On May 20, 2011, Mr. Horel was granted 50,000 stock options. These options vest ratably over the first four anniversaries of the grant date. On December 19, 2014, Mr. Horel exercised 23,782 options leaving a balance of 26,218.
- (2) On April 12, 2012, Mr. Horel was granted 25,000 stock options. 6,250 options vested immediately and 6,250 options vest on each of the next three anniversaries of the grant date.

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- (3) On May 6, 2015, Mr. Horel was granted 50,000 stock options. These options vest ratably over the next three years on the anniversary date from the date of the grant.

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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